

UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY

ATTORNEY MONTHLY FEE STATEMENT COVER SHEET
FOR THE PERIOD JULY 1, 2023, THROUGH JULY 31, 2023

In re BlockFi Inc., *et al.*

Applicant: Kirkland & Ellis LLP and
Kirkland & Ellis International LLP.

Case No. 22-19361 (MBK)

Client: Debtors and Debtors in Possession

Chapter 11

Case Filed: November 28, 2022

COMPLETION AND SIGNING OF THIS FORM CONSTITUTES A CERTIFICATION
UNDER PENALTY OF PERJURY PURSUANT TO 28 U.S.C. § 1746.

RETENTION ORDER ATTACHED.

/s/ Joshua A. Sussberg 09/20/2023
JOSHUA A. SUSSBERG Date

<p style="text-align: center;">SECTION I FEE SUMMARY</p>
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Summary of Amounts Requested for the Period
July 1, 2023, through July 31, 2023 (the “**Compensation Period**”)

Fee Total	\$1,306,783.00
Disbursement Total	\$16,372.12
Total Fees Plus Disbursements	\$1,323,155.12

Summary of Amounts Requested for Previous Periods

Total Previous Fees and Expenses Requested:	\$14,631,058.69
Total Fees and Expenses Allowed to Date:	\$0.00
Total Retainer Remaining:	\$529,673.00
Total Holdback:	\$2,660,274.25
Total Received by Applicant:	\$11,970,784.19

Name of Professional	Title	Department	Year Admitted	Hours	Rate	Fee
Cade C. Boland	Associate	Litigation - General	2021	0.30	\$1,080.00	\$324.00
Trevor Eck	Associate	Restructuring	Pending	83.80	\$885.00	\$74,163.00
David Hackel	Associate	Restructuring	2023	4.10	\$885.00	\$3,628.50
Rob Jacobson	Associate	Restructuring	2019	88.00	\$1,245.00	\$109,560.00
Katherine Karnosh	Associate	Taxation	2021	4.80	\$1,075.00	\$5,160.00
Mike James Koch	Associate	Restructuring	2020	44.90	\$885.00	\$39,736.50
Sarah R. Margolis	Associate	Restructuring	2021	22.80	\$1,155.00	\$26,334.00
Brian Nakhaimousa	Associate	Restructuring	2021	8.40	\$1,155.00	\$9,702.00
Nick Nielson	Associate	Litigation - General	2020	5.80	\$1,080.00	\$6,264.00
Isabella J. Parette	Associate	Restructuring	Pending	38.30	\$885.00	\$33,895.50
Francis Petrie	Associate	Restructuring	2017	190.90	\$1,375.00	\$262,487.50
Margaret Reiney	Associate	Restructuring	2018	55.20	\$1,245.00	\$68,724.00
Chloe Reum	Associate	Litigation - General	2023	8.00	\$850.00	\$6,800.00
Jimmy Ryan	Associate	Restructuring	2022	32.10	\$995.00	\$31,939.50
Alexandra Schrader	Associate	Litigation - General	2021	17.70	\$1,080.00	\$19,116.00
Katie J. Welch	Associate	Litigation - General	2018	9.90	\$1,215.00	\$12,028.50
Bob Allen, P.C.	Partner	Litigation - General	2012	13.90	\$1,605.00	\$22,309.50
Kelsey Bleiweiss	Partner	Litigation - General	2016	18.60	\$1,245.00	\$23,157.00
Shayne Henry	Partner	Litigation - General	2014	7.50	\$1,310.00	\$9,825.00
Richard U. S. Howell, P.C.	Partner	Litigation - General	2006	21.20	\$1,620.00	\$34,344.00
Casey McGushin	Partner	Litigation - General	2014	46.10	\$1,415.00	\$65,231.50
Christine A. Okike, P.C.	Partner	Restructuring	2009	103.40	\$1,850.00	\$191,290.00
Anne G. Peetz	Partner	Corporate - Capital Markets	2014	2.00	\$1,425.00	\$2,850.00
Anthony Vincenzo Sexton, P.C.	Partner	Taxation	2011	2.40	\$1,680.00	\$4,032.00
Michael B. Slade	Partner	Litigation - General	1999	70.50	\$1,855.00	\$130,777.50
Josh Sussberg, P.C.	Partner	Restructuring	2004	46.80	\$2,045.00	\$95,706.00
Molly Portwood	Junior Paralegal	IP Litigation	N/A	2.10	\$295.00	\$619.50
Megan Bowsher	Paralegal	Litigation - General	N/A	16.90	\$395.00	\$6,675.50
Michael Gallo	Support Staff	Investigator	N/A	15.00	\$455.00	\$6,825.00
Ricardo Guzman	Support Staff	Litigation - General	N/A	6.90	\$475.00	\$3,277.50
TOTALS				988.30		\$1,306,783.00

**SECTION II
SUMMARY OF SERVICES**

Matter Number	Services Rendered	Hours	Fee
3	Adversary Proceeding & Contested Matters	237.40	\$318,974.50
6	Case Administration	22.40	\$33,398.50
7	Cash Management	0.70	\$992.50
8	Customer and Vendor Communications	20.50	\$26,949.00
9	Claims Administration and Objections	4.50	\$7,359.00
10	Official Committee Matters and Meetings	5.70	\$9,559.00
12	Corp., Governance, & Securities Matters	3.70	\$6,006.00
13	Employee Matters	2.80	\$4,850.50
16	Hearings	18.60	\$31,238.50
17	Insurance and Surety Matters	2.00	\$3,707.50
18	Disclosure Statement, Plan, Confirmation	458.80	\$630,040.50
20	K&E Retention and Fee Matters	40.90	\$41,438.50
21	Non-K&E Retention and Fee Matters	15.90	\$15,580.50
22	Tax Matters	5.10	\$7,489.50
23	Non-Working Travel	10.00	\$15,831.00
24	U.S. Trustee Communications & Reporting	1.40	\$1,617.00
25	Regulatory	57.40	\$70,811.00
26	Investigation Matters	41.00	\$30,357.00
28	Pro Se Party Communication	3.90	\$4,395.50
29	Wallet Withdrawal Relief	35.60	\$46,187.50
SERVICES TOTALS		988.30	\$1,306,783.00

**SECTION III
SUMMARY OF DISBURSEMENTS**

Disbursements	Amount
Third Party Telephone Charges	\$18.99
Standard Copies or Prints	\$134.80
Color Copies or Prints	\$249.50
Outside Messenger Services	\$593.25
Local Transportation	\$3,690.05
Travel Expense	\$3,600.00
Airfare	\$1,557.81
Transportation to/from airport	\$3,172.96
Travel Meals	\$230.21
Professional Fees	\$295.00
Working Meals/K&E Only	\$520.00
Catering Expenses	\$336.00
Computer Database Research	\$568.53
LexisNexis Research	\$451.17
Overtime Transportation	\$76.16
Overtime Meals - Attorney	\$535.44
Overnight Delivery - Hard	\$100.75
Computer Database Research - Soft	\$241.50
DISBURSEMENTS TOTAL	\$16,372.12

**SECTION IV
CASE HISTORY**

- (1) Date cases filed: November 28, 2022
- (2) Chapter under which case commenced: Chapter 11
- (3) Date of retention: February 1, 2023, effective as of November 28, 2022. *See* **Exhibit A**.

If limit on number of hours or other limitations to retention, set forth: N/A
- (4) Summarize in brief the benefits to the estate and attach supplements as needed:¹
 - (a) The Applicant participated in numerous, extensive formal and informal negotiations with the Debtors' other advisors, the Official Committee of Unsecured Creditors (the "Committee") and other parties in interest relating to the Debtors' chapter 11 cases, the proposed chapter 11 plan, and matters concerning the administration of the Debtors' estates, including but not limited to preparations for wallet withdrawals and certain of the matters indicated herein.
 - (b) The Applicant drafted and filed revised exhibits to the Debtors' proposed order approving the Debtors' disclosure statement [Docket No. 1148].
 - (c) The Applicant negotiated, researched, drafted, and filed a motion seeking approval of a settlement and release of claims among the Debtors and certain of their insiders [Docket No. 1173], and a motion to seal certain confidential information regarding the same [Docket No. 1174].
 - (d) The Applicant researched, drafted, and filed a responsive pleading in support of the Debtors' second motion to extend the exclusivity periods to file and solicit acceptances of a chapter 11 plan and in response to an objection to the same filed by the Committee [Docket No. 1175].
 - (e) The Applicant researched, drafted, and filed a responsive pleading in opposition to the Committee's motion to file unredacted copies of its investigative report [Docket No. 1176].
 - (f) The Applicant negotiated, drafted, and filed an application in lieu of a motion seeking entry of an agreed order extending the deadlines for the New Jersey Bureau of Securities [Docket No. 1186] and the United States Securities and Exchange

¹ The following summary is intended to highlight the general categories of services the Applicant rendered on behalf of the Debtors and for the benefit of the estates; it is not intended to itemize each and every professional service which the Applicant performed.

Commission [Docket No. 1196] to file a complaint seeking a determination of nondischargeability.

- (g) The Applicant drafted and filed a revised proposed order clarifying certain portions of the Wallet Withdrawal Order² [Docket No. 1187].
 - (h) The Applicant negotiated and coordinated with the Debtors' other advisors and the Committee's advisors with regard to the drafting and filing of a stipulation and consent order resolving the Committee's motion to file an unredacted version of its investigative report [Docket No. 1201].
 - (i) The Applicant researched, drafted, and filed a supplemental motion seeking entry of an order conditionally approving the Debtors' disclosure statement, approving solicitation procedures, and scheduling certain dates with respect thereto [Docket No. 1294].
 - (j) The Applicant drafted, coordinated with the Debtors' other advisors, and filed a revised chapter 11 plan [Docket No. 1300].
 - (k) The Applicant researched, drafted, and filed a revised disclosure statement regarding the Debtors' revised proposed chapter 11 plan [Docket No. 1301].
 - (l) The Applicant attended and participated in chambers conferences, scheduling conferences, and hearings related to the foregoing.
 - (m) The Applicant prepared and revised its report and recommendations in connection with the investigation of the Special Committee of the Debtors' Boards of Directors.
 - (n) The Applicant tended to other matters concerning administration of the chapter 11 cases.
 - (o) The Applicant rendered all other services set forth on the invoices attached hereto as **Exhibit B**.³
- (5) Anticipated distribution to creditors:
- (a) Administration expense: Unknown at this time.
 - (b) Secured creditors: Unknown at this time.

² Order (I) Authorizing the Debtors to (A) Honor Withdrawals From Wallet Accounts, (B) Update the User Interface to Properly Reflect Transactions And Assets as of the Platform Pause, and (C) Conduct Ordinary Course Reconciliation Of Accounts, And (II) Granting Related Relief [Docket No. 923].

³ The invoice attached hereto as **Exhibit B** contains detailed descriptions of the services rendered and expenses incurred by the Applicant during the Compensation Period.

- (c) Priority creditors: Unknown at this time.
- (d) General unsecured creditors: Unknown at this time.
- (6) Final disposition of case and percentage of dividend paid to creditors: Unknown at this time. This is the seventh monthly fee statement.

Exhibit A

Retention Order

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY**

Caption in Compliance with D.N.J. LBR 9004-1(b)

COLE SCHOTZ P.C.

Michael D. Sirota, Esq. (NJ Bar No. 014321986)
Warren A. Usatine, Esq. (NJ Bar No. 025881995)
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msirota@coleschotz.com
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KIRKLAND & ELLIS LLP

KIRKLAND & ELLIS INTERNATIONAL LLP

Joshua A. Sussberg, P.C. (admitted *pro hac vice*)
Christine A. Okike, P.C. (admitted *pro hac vice*)
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HAYNES AND BOONE, LLP

Richard S. Kanowitz, Esq. (NJ Bar No. 047911992)
Kenric D. Kattner, Esq. (admitted *pro hac vice*)
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kenric.kattner@haynesboone.com

Proposed Attorneys for Debtors and Debtors in Possession

In re:

BLOCKFI INC., *et al.*,

Debtors.¹



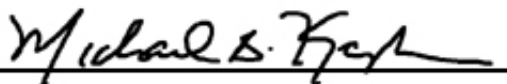
Order Filed on February 1, 2023
by Clerk
U.S. Bankruptcy Court
District of New Jersey

Chapter 11

Case No. 22-19361 (MBK)

(Jointly Administered)

DATED: February 1, 2023


Honorable Michael B. Kaplan
United States Bankruptcy Judge

**ORDER AUTHORIZING THE RETENTION
AND EMPLOYMENT OF KIRKLAND & ELLIS LLP AND
KIRKLAND & ELLIS INTERNATIONAL LLP AS ATTORNEYS FOR THE DEBTORS
AND DEBTORS IN POSSESSION EFFECTIVE AS OF NOVEMBER 28, 2022**

The relief set forth on the following pages, numbered three (3) through nine (9) is **ORDERED**.

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Debtors: BLOCKFI INC., *et al.*

Case No.: 22-19361 (MBK)

Caption: ORDER AUTHORIZING THE RETENTION AND EMPLOYMENT OF KIRKLAND & ELLIS LLP AND KIRKLAND & ELLIS INTERNATIONAL LLP AS ATTORNEYS FOR THE DEBTORS AND DEBTORS IN POSSESSION EFFECTIVE AS OF NOVEMBER 28, 2022

Upon the *Debtors' Application for Entry of an Order Authorizing the Retention and Employment of Kirkland & Ellis LLP and Kirkland & Ellis International LLP as Attorneys for the Debtors and Debtors in Possession Effective as of November 28, 2022* (the “Application”),² of the above-captioned debtors and debtors in possession (collectively, the “Debtors”), for the entry of an order (this “Order”) authorizing the Debtors to retain and employ Kirkland & Ellis LLP and Kirkland & Ellis International LLP (collectively, “Kirkland”) as their attorneys effective as of the Petition Date, pursuant to sections 327(a) and 330 of title 11 of the United States Code (the “Bankruptcy Code”), rules 2014(a) and 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and rules 2014-1 and 2016-1 of the Local Bankruptcy Rules for the District of New Jersey (the “Local Rules”); and the Court having reviewed the Application, the Declaration of Joshua A. Sussberg, the president of Joshua A. Sussberg, P.C., a partner of Kirkland & Ellis LLP, and a partner of Kirkland & Ellis International LLP (the “Sussberg Declaration”), and the declaration of Zachary Prince, the Chief Executive Officer and President of BlockFi Inc. (the “Prince Declaration”); and the Court having found that the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; and the Court having found that the Application is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and the Court having found that venue of this proceeding and the Application in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court having found based on the representations made in the Application and in the Sussberg Declaration that (a) Kirkland does not hold or represent an interest adverse to the

² Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Application.

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Debtors: BLOCKFI INC., *et al.*

Case No. 22-19361 (MBK)

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Debtors' estates and (b) Kirkland is a "disinterested person" as defined in section 101(14) of the Bankruptcy Code and as required by section 327(a) of the Bankruptcy Code; and the Court having found that the relief requested in the Application is in the best interests of the Debtors' estates; and the Court having found that the Debtors provided adequate and appropriate notice of the Application under the circumstances and that no other or further notice is required; and the Court having reviewed the Application and having heard statements in support of the Application at a hearing held before the Court (the "Hearing"); and the Court having determined that the legal and factual bases set forth in the Application and at the Hearing establish just cause for the relief granted herein; and any objections to the relief requested herein having been withdrawn or overruled on the merits; and after due deliberation and sufficient cause appearing therefor **IT IS HEREBY ORDERED THAT:**

1. The Application is **GRANTED** to the extent set forth herein.
2. The Debtors are authorized to retain and employ Kirkland as their attorneys effective as of the Petition Date in accordance with the terms and conditions set forth in the Application and in the Engagement Letter attached hereto as **Exhibit 1**, to the extent set forth herein.
3. Kirkland is authorized to provide the Debtors with the professional services as described in the Application and the Engagement Letter. Specifically, but without limitation, Kirkland will render the following legal services:
 - a. advising the Debtors with respect to their powers and duties as debtors in possession in the continued management and operation of their businesses and properties;

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Debtors: BLOCKFI INC., *et al.*

Case No. 22-19361 (MBK)

Caption: ORDER AUTHORIZING THE RETENTION AND EMPLOYMENT OF KIRKLAND & ELLIS LLP AND KIRKLAND & ELLIS INTERNATIONAL LLP AS ATTORNEYS FOR THE DEBTORS AND DEBTORS IN POSSESSION EFFECTIVE AS OF NOVEMBER 28, 2022

- b. advising and consulting on their conduct during these chapter 11 cases, including all of the legal and administrative requirements of operating in chapter 11;
 - c. attending meetings and negotiating with representatives of creditors and other parties in interest;
 - d. taking all necessary actions to protect and preserve the Debtors' estates, including prosecuting actions on the Debtors' behalf, defending any action commenced against the Debtors, and representing the Debtors in negotiations concerning litigation in which the Debtors are involved, including objections to claims filed against the Debtors' estates;
 - e. preparing pleadings in connection with these chapter 11 cases, including motions, applications, answers, orders, reports, and papers necessary or otherwise beneficial to the administration of the Debtors' estates;
 - f. representing the Debtors in connection with obtaining authority to continue using cash collateral and postpetition financing;
 - g. advising the Debtors in connection with any potential sale of assets;
 - h. appearing before the Court and any appellate courts to represent the interests of the Debtors' estates;
 - i. advising the Debtors regarding tax matters;
 - j. taking any necessary action on behalf of the Debtors to negotiate, prepare, and obtain approval of a disclosure statement and confirmation of a chapter 11 plan and all documents related thereto; and
 - k. performing all other necessary legal services for the Debtors in connection with the prosecution of these chapter 11 cases, including: (i) analyzing the Debtors' leases and contracts and the assumption and assignment or rejection thereof; (ii) analyzing the validity of liens against the Debtors' assets; and (iii) advising the Debtors on corporate and litigation matters.
4. Kirkland shall apply for compensation for professional services rendered and reimbursement of expenses incurred in connection with the Debtors' chapter 11 cases in compliance with sections 330 and 331 of the Bankruptcy Code and applicable provisions of the

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Debtors: BLOCKFI INC., *et al.*

Case No. 22-19361 (MBK)

Caption: ORDER AUTHORIZING THE RETENTION AND EMPLOYMENT OF KIRKLAND & ELLIS LLP AND KIRKLAND & ELLIS INTERNATIONAL LLP AS ATTORNEYS FOR THE DEBTORS AND DEBTORS IN POSSESSION EFFECTIVE AS OF NOVEMBER 28, 2022

Bankruptcy Rules, Local Rules, and any other applicable procedures and orders of the Court.

Kirkland also intends to make a reasonable effort to comply with the U.S. Trustee's requests for information and additional disclosures as set forth in the *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases Effective as of November 1, 2013* (the "Revised UST Guidelines"), both in connection with the Application and the interim and final fee applications to be filed by Kirkland in these chapter 11 cases.

5. Notwithstanding anything in the Application, Declaration, or Engagement Letter to the contrary, Kirkland shall apply any remaining amounts of its prepetition advance payment retainer as a credit toward postpetition fees and expenses, after such postpetition fees and expenses are approved pursuant to an order of the Court awarding fees and expenses to Kirkland. Kirkland is authorized without further order of the Court to apply amounts from the prepetition advance payment retainer, that would otherwise be applied toward payment of postpetition fees and expenses, as are necessary and appropriate to compensate and reimburse Kirkland for fees or expenses incurred on or prior to the Petition Date consistent with its ordinary course billing practice. At the conclusion of Kirkland's engagement by the Debtors, if the amount of any advance payment retainer held by Kirkland is in excess of the amount of Kirkland's outstanding and estimated fees, expenses, and costs, Kirkland will pay to the Debtors the amount by which any advance payment retainer exceeds such fees, expenses, and costs, in each case in accordance with the Engagement Letter.

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Debtors: BLOCKFI INC., *et al.*

Case No. 22-19361 (MBK)

Caption: ORDER AUTHORIZING THE RETENTION AND EMPLOYMENT OF KIRKLAND & ELLIS LLP AND KIRKLAND & ELLIS INTERNATIONAL LLP AS ATTORNEYS FOR THE DEBTORS AND DEBTORS IN POSSESSION EFFECTIVE AS OF NOVEMBER 28, 2022

6. Notwithstanding anything to the contrary in the Application, the Engagement Letter, or the Declarations attached to the Application, the reimbursement provisions allowing the reimbursement of fees and expenses incurred in connection with participating in, preparing for, or responding to any action, claim, suit, or proceeding brought by or against any party that relates to the legal services provided under the Engagement Letter and fees for defending any objection to Kirkland's fee applications under the Bankruptcy Code are not approved.

7. Kirkland shall not charge a markup to the Debtors with respect to fees billed by contract attorneys who are hired by Kirkland to provide services to the Debtors and shall ensure that any such contract attorneys are subject to conflict checks and disclosures in accordance with the requirements of the Bankruptcy Code and Bankruptcy Rules.

8. Kirkland will charge no more than \$0.10 per page per standard duplication services in these chapter 11 cases.

9. In order to avoid any duplication of effort and provide services to the Debtors in the most efficient and cost-effective manner, Kirkland shall coordinate with Haynes and Boone, LLP, Cole Schotz, P.C., and any additional firms the Debtors retain regarding their respective responsibilities in these chapter 11 cases. As such, Kirkland shall use its best efforts to avoid duplication of services provided by any of the Debtors' other retained professionals in these chapter 11 cases.

10. No agreement or understanding exists between Kirkland and any other person, other than as permitted by Bankruptcy Code section 504, to share compensation received for services rendered in connection with these chapter 11 cases, nor shall Kirkland share or agree to share

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Debtors: BLOCKFI INC., *et al.*

Case No. 22-19361 (MBK)

Caption: ORDER AUTHORIZING THE RETENTION AND EMPLOYMENT OF KIRKLAND & ELLIS LLP AND KIRKLAND & ELLIS INTERNATIONAL LLP AS ATTORNEYS FOR THE DEBTORS AND DEBTORS IN POSSESSION EFFECTIVE AS OF NOVEMBER 28, 2022

compensation received for services rendered in connection with these chapter 11 cases with any other person other than as permitted by Bankruptcy Code section 504.

11. Upon entry of a final order on the *Debtors' Motion for Entry of an Order (I) Authorizing the Debtors to File A Consolidated List of Top 50 Unsecured Creditors and Consolidated List of Creditors, (II) Authorizing the Debtors to Redact Certain Personally Identifiable Information of Individual Creditors, Clients, Equity Holders, and Current and Former Employees, (III) Authorizing Client Name Redaction, (IV) Waiving the Requirement to File an Equity List and Provide Notices Directly to Equity Security Holders, and (V) Granting Related Relief* [Docket No. 4], Kirkland will disclose the information that the Court orders to be unredacted, if any, through a supplemental declaration. Further, if the Court denies the Motion to Seal [Docket No. 127], Kirkland will, through a supplemental declaration, disclose the identities of all counterparties that were filed under seal, and the connections of Kirkland to such potential counterparties.

12. Prior to applying any increases in its hourly rates beyond the rates set forth in the Application or Engagement Letter, Kirkland shall provide ten-business-days' notice of any such increases to the Debtors, the U.S. Trustee, and the Committee appointed in the Debtors' chapter 11 cases and shall file such notice with the Court. The U.S. Trustee retains all rights to object to any rate increase on all grounds, including the reasonableness standard set forth in section 330 of the Bankruptcy Code, and the Court retains the right to review any rate increase pursuant to section 330 of the Bankruptcy Code.

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Debtors: BLOCKFI INC., *et al.*

Case No. 22-19361 (MBK)

Caption: ORDER AUTHORIZING THE RETENTION AND EMPLOYMENT OF KIRKLAND & ELLIS LLP AND KIRKLAND & ELLIS INTERNATIONAL LLP AS ATTORNEYS FOR THE DEBTORS AND DEBTORS IN POSSESSION EFFECTIVE AS OF NOVEMBER 28, 2022

13. The Debtors and Kirkland are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Application.

14. Notice of the Application as provided therein is deemed to be good and sufficient notice of such Application, and the requirements of the Local Rules are satisfied by the contents of the Application.

15. To the extent the Application, the Sussberg Declaration, the Prince Declaration, or the Engagement Letter is inconsistent with this Order, the terms of this Order shall govern.

16. The requirement set forth in Local Rule 9013-1(a)(3) that any motion be accompanied by a memorandum of law is hereby deemed satisfied by the contents of the Application or otherwise waived.

17. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

18. This Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Exhibit 1

Engagement Letter

KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

Joshua A. Sussberg, P.C.
To Call Writer Directly:
+1 212 446 4829
joshua.sussberg@kirkland.com

601 Lexington Avenue
New York, NY 10022
United States

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Facsimile:
+1 212 446 4900

November 12, 2022

Jonathan Mayers
BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Re: Retention to Provide Legal Services

Dear Mr. Mayers,

We are very pleased that you have asked us to represent BlockFi Inc., at the direction of the independent directors of BlockFi Inc., and only those affiliates and wholly or partially owned subsidiaries listed in an addendum or supplement to this letter (collectively, “Client”) in connection with a potential restructuring. Please note, the Firm’s representation is only of Client; the Firm does not and will not represent any direct or indirect shareholder, director, officer, partner, employee, affiliate, or joint venturer of Client or of any other entity.

General Terms. This retention letter (this “Agreement”) sets forth the terms of Client’s retention of Kirkland & Ellis LLP (and its affiliated entity Kirkland & Ellis International LLP (collectively, the “Firm”)) to provide legal services and constitutes an agreement between the Firm and Client (the “Parties”). This Agreement (notwithstanding any guidelines for outside counsel that Client may provide to the Firm) sets forth the Parties’ entire agreement for rendering professional services for the current matter, as well as for all other existing or future matters (collectively, the “Engagement”), except where the Parties otherwise agree in writing.

Fees. The Firm will bill Client for fees incurred at its regular hourly rates and in quarterly increments of an hour (or in smaller time increments as otherwise required by a court). The Firm reserves the right to adjust the Firm’s billing rates from time to time in the ordinary course of the Firm’s representation of Client.

Although the Firm will attempt to estimate fees to assist Client in Client’s planning if requested, such estimates are subject to change and are not binding unless otherwise expressly and unequivocally stated in writing.

Expenses. Expenses related to providing services shall be included in the Firm’s statements as disbursements advanced by the Firm on Client’s behalf. Such expenses include photocopying, printing, scanning, witness fees, travel expenses, filing and recording fees, certain

KIRKLAND & ELLIS LLP

Mr. Mayers
November 12, 2022
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CONFIDENTIAL

secretarial overtime, and other overtime expenses, postage, express mail, and messenger charges, deposition costs, computerized legal research charges, and other computer services, and miscellaneous other charges. Client shall pay directly (and is solely responsible for) certain larger costs, such as consultant or expert witness fees and expenses, and outside suppliers' or contractors' charges, unless otherwise agreed by the Parties. By executing this Agreement below, Client agrees to pay for all charges in accordance with the Firm's schedule of charges, a copy of which is attached hereto at Schedule 1, as revised from time to time.

Billing Procedures. The Firm's statements of fees and expenses are typically delivered monthly, but the Firm reserves the right to alter the timing of delivering its statements depending on circumstances. Client may have the statement in any reasonable format it chooses, but the Firm will select an initial format for the statement unless Client otherwise requests in writing. Depending on the circumstances, however, estimated or summary statements may be provided, with time and expense details to follow thereafter.

Retainer. Client agrees to provide to the Firm an "advance payment retainer," as defined in Rule 1.15(c) of the Illinois Rules of Professional Conduct, *Dowling v. Chicago Options Assoc., Inc.*, 875 N.E.2d 1012, 1018 (Ill. 2007), and *In re Caesars Entm't Operating Co., Inc.*, No. 15-01145 (ABG) (Bankr. N.D. Ill. May 28, 2015) (and cases cited therein), in the amount of \$100,000. In addition, Client agrees to provide one or more additional advance payment retainers upon request by the Firm so that the amount of any advance payment retainers remains at or above the Firm's estimated fees and expenses. The Firm may apply the advance payment retainers to any outstanding fees as services are rendered and to expenses as they are incurred. Client understands and acknowledges that any advance payment retainers are earned by the Firm upon receipt, any advance payment retainers become the property of the Firm upon receipt, Client no longer has a property interest in any advance payment retainers upon the Firm's receipt, any advance payment retainers will be placed in the Firm's general account and will not be held in a client trust account, and Client will not earn any interest on any advance payment retainers; provided, however, that solely to the extent required under applicable law, at the conclusion of the Engagement, if the amount of any advance payment retainers held by the Firm is in excess of the amount of the Firm's outstanding and estimated fees, expenses, and costs, the Firm will pay to Client the amount by which any advance payment retainers exceed such fees, expenses, and costs. Client further understands and acknowledges that the use of advance payment retainers is an integral condition of the Engagement, and is necessary to ensure that: Client continues to have access to the Firm's services; the Firm is compensated for its representation of Client; the Firm is not a pre-petition creditor in the event of a Restructuring Case; and that in light of the foregoing, the provision of the advance payment retainers is in Client's best interests. The fact that Client has provided the Firm with an advance payment retainer does not affect Client's right to terminate the client-lawyer relationship.

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Please be advised that there is another type of retainer known as a “security retainer,” as defined in *Dowling v. Chicago Options Assoc.*, 875 N.E.2d at 1018, and *In re Caesars Entm’t Operating Co., Inc.*, No. 15-01145 (ABG) (Bankr. N.D. Ill. May 28, 2015) (and cases cited therein). A security retainer remains the property of the client until the lawyer applies it to charges for services that are actually rendered and expenses that are incurred. Any unearned funds are then returned to the client. In other circumstances not present here, the Firm would consider a security retainer and Client’s funds would be held in the Firm’s segregated client trust account until applied to pay fees and expenses. Funds in a security retainer, however, can be subject to claims of Client’s creditors and, if taken by creditors, may leave Client unable to pay for ongoing legal services, which may result in the Firm being unable to continue the Engagement. Moreover, a security retainer creates clawback risks for the Firm in the event of an insolvency proceeding. The choice of the type of retainer to be used is Client’s choice alone, but for the Engagement and for the reasons set forth above, the Firm is unwilling to represent Client in the Engagement without using the advance payment retainer.

Termination. The Engagement may be terminated by either Party at any time by written notice by or to Client. The Engagement will end at the earliest of (a) Client’s termination of the Engagement, (b) the Firm’s withdrawal, and (c) the substantial completion of the Firm’s substantive work. If permission for withdrawal is required by a court, the Firm shall apply promptly for such permission, and termination shall coincide with the court order for withdrawal. If this Agreement or the Firm’s services are terminated for any reason, such termination shall be effective only to terminate the Firm’s services prospectively and all the other terms of this Agreement shall survive any such termination.

Upon cessation of the Firm’s active involvement in a particular matter (even if the Firm continues active involvement in other matters on Client’s behalf), the Firm will have no further duty to inform Client of future developments or changes in law as may be relevant to such matter. Further, unless the Parties mutually agree in writing to the contrary, the Firm will have no obligation to monitor renewal or notice dates or similar deadlines that may arise from the matters for which the Firm had been retained.

Cell Phone and E-Mail Communication. The Firm hereby informs Client and Client hereby acknowledges that the Firm’s attorneys sometimes communicate with their clients and their clients’ professionals and agents by cell telephone, that such communications are capable of being intercepted by others and therefore may be deemed no longer protected by the attorney-client privilege, and that Client must inform the Firm if Client does not wish the Firm to discuss privileged matters on cell telephones with Client or Client’s professionals or agents.

The Firm hereby informs Client and Client hereby acknowledges that the Firm’s attorneys sometimes communicate with their clients and their clients’ professionals and agents by unencrypted e-mail, that such communications are capable of being intercepted by others and

KIRKLAND & ELLIS LLP

Mr. Mayers
November 12, 2022
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therefore may be deemed no longer protected by the attorney-client privilege, and that Client must inform the Firm if Client wishes to institute a system to encode all e-mail between the Firm and Client or Client's professionals or agents.

File Retention. All records and files will be retained and disposed of in compliance with the Firm's policy in effect from time to time. Subject to future changes, it is the Firm's current policy generally not to retain records relating to a matter for more than five years. Upon Client's prior written request, the Firm will return client records that are Client's property to Client prior to their destruction. Although we will return your records (i.e., your client file) to you at any time upon your written request, you agree that your client file will not include our Firm's internal files including administrative materials, internal communications, and drafts. It is not administratively feasible for the Firm to advise Client of the closing of a matter or the disposal of records. The Firm recommends, therefore, that Client maintain Client's own files for reference or submit a written request for Client's client files promptly upon conclusion of a matter. Notwithstanding anything to the contrary herein, Client acknowledges and agrees that any applicable privilege of Client (including any attorney-client and work product privilege or any duty of confidentiality) (collectively, the "Privileges") belongs to Client alone and not to any successor entity (including without limitation the Client after a change in control or other similar restructuring or non-restructuring transaction (including without limitation a reorganized Client after the effective date of a plan of reorganization), whether through merger, asset or equity sale, business combination, or otherwise, irrespective of whether such transaction occurs in a Restructuring Case or on an out-of-court basis (in each case, a "Transaction")). Client hereby waives any right, title, and interest of such successor entity to all information, data, documents, or communications in any format covered by the Privileges that is in the possession of the Firm ("Firm Materials"), to the extent that such successor entity had any right, title, and interest to such Firm Materials. For the avoidance of doubt, Client agrees and acknowledges that after a Transaction, such successor entity shall have no right to claim or waive the Privileges or request the return of any such Firm Materials; instead, such Firm Materials shall remain in the Firm's sole possession and control for its exclusive use, and the Firm will (a) not waive any Privileges or disclose the Firm Materials, (b) take all reasonable steps to ensure that the Privileges survive and remain in full force and effect, and (c) assert the Privileges to prevent disclosure of any Firm Materials.

Data Protection. You further agree that, if you provide us with personal data, you have complied with applicable data protection legislation and that we may process such personal data in accordance with our Data Transfer and Privacy Policy at www.kirkland.com. We process your personal data in order to (i) carry out work for you; (ii) share the data with third parties such as expert witnesses and other professional advisers if our work requires; (iii) comply with applicable laws and regulations and (iv) provide you with information relating to our Firm and its services.

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Conflicts of Interest. As is customary for a law firm of the Firm's size, there are numerous business entities, with which Client currently has relationships, that the Firm has represented or currently represents in matters unrelated to Client.

Further, in undertaking the representation of Client, the Firm wants to be fair not only to Client's interests but also to those of the Firm's other clients. Because Client is engaged in activities (and may in the future engage in additional activities) in which its interests may diverge from those of the Firm's other clients, the possibility exists that one of the Firm's current or future clients may take positions adverse to Client (including litigation or other dispute resolution mechanisms) in a matter in which such other client may have retained the Firm or one of Client's adversaries may retain the Firm in a matter adverse to another entity or person.

In the event a present conflict of interest exists between Client and the Firm's other clients or in the event one arises in the future, Client agrees to waive any such conflict of interest or other objection that would preclude the Firm's representation of another client (a) in other current or future matters substantially unrelated to the Engagement or (b) other than during a Restructuring Case (as defined below), in other matters related to Client (such representation an "Allowed Adverse Representation"). By way of example, such Allowed Adverse Representations might take the form of, among other contexts: litigation (including arbitration, mediation and other forms of dispute resolution); transactional work (including consensual and non-consensual merger, acquisition, and takeover situations, financings, and commercial agreements); counseling (including advising direct adversaries and competitors); and restructuring (including bankruptcy, insolvency, financial distress, recapitalization, equity and debt workouts, and other transactions or adversarial adjudicative proceedings related to any of the foregoing and similar matters).

Client also agrees that it will not, for itself or any other entity or person, assert that either (i) the Firm's representation of Client or any of Client's affiliates in any past, present, or future matter or (ii) the Firm's actual or possible possession of confidential information belonging to Client or any of Client's affiliates is a basis to disqualify the Firm from representing another entity or person in any Allowed Adverse Representation. Client further agrees that any Allowed Adverse Representation does not breach any duty that the Firm owes to Client or any of Client's affiliates. Client also agrees that the Firm's representation in the Engagement is solely of Client and that no member or other entity or person related to it (such as a shareholder, parent, subsidiary, affiliate, director, officer, partner, employee, or joint venturer) has the status of a client for conflict of interest purposes.

In addition, if a waiver of a conflict of interest necessary to allow the Firm to represent another client in a matter that is not substantially related to the Engagement is not effective for any reason, Client agrees that the Firm may withdraw from the Engagement. Should that occur, Client will not, for itself or any other entity or person, seek to preclude such termination of services or assert that either (a) the Firm's representation of Client or any of Client's affiliates in any past,

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November 12, 2022
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present, or future matter or (b) the Firm's actual or possible possession of confidential information belonging to Client or any of Client's affiliates is a basis to disqualify the Firm from representing such other client or acting on such adverse matter.

It is important that you review this letter carefully and consider all of the advantages and disadvantages of waiving certain conflicts of interests that would otherwise bar the Firm from representing parties with interests adverse to you during the time in which the Firm is representing you. You also understand that because this waiver includes future issues and future clients that are unknown and unknowable at this time, it is impossible to provide you with any more details about those prospective clients and matters. Thus, in choosing to execute this waiver, you have recognized the inherent uncertainty about the array of potential matters and clients the Firm might take on in matters that are adverse to you but have nonetheless decided it is in your interest to waive conflicts of interest regarding the Allowed Adverse Representations and waive rights to prohibit the Firm's potential withdrawal should a conflict waiver prove ineffectual.

The Firm informs Client that certain entities owned by current or former Firm attorneys and senior staff ("attorney investment entities") have investments in funds or companies that may, directly or indirectly, be affiliated with Client, hold investments in Client's debt or equity securities, may be adverse to Client, or conduct commercial transactions with Client (each, a "Passive Holding"). The attorney investment entities are passive and have no management or other control rights in such funds or companies. The Firm notes that other persons may in the future assert that a Passive Holding creates, in certain circumstances, a conflict between the Firm's exercise of its independent professional judgment in rendering advice to Client and the financial interest of Firm attorneys participating in the attorney investment entities, and such other persons might seek to limit Client's ability to use the Firm to advise Client on a particular matter. While the Firm cannot control what a person might assert or seek, the Firm believes that the Firm's judgment will not be compromised by virtue of any Passive Holding. Please let us know if Client has any questions or concerns regarding the Passive Holdings. By executing this letter, Client acknowledges the Firm's disclosure of the foregoing.

Restructuring Cases. If it becomes necessary for Client to commence a restructuring case under chapter 11 of the U.S. Bankruptcy Code (a "Restructuring Case"), the Firm's ongoing employment by Client will be subject to the approval of the court with jurisdiction over the petition. If necessary, the Firm will take steps necessary to prepare the disclosure materials required in connection with the Firm's retention as lead restructuring counsel. In the near term, the Firm will begin conflicts checks on potentially interested parties as provided by Client.

If necessary, the Firm will prepare a preliminary draft of a schedule describing the Firm's relationships with certain interested parties (the "Disclosure Schedule"). The Firm will give Client a draft of the Disclosure Schedule once it is available. Although the Firm believes that these

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relationships do not constitute actual conflicts of interest, these relationships must be described and disclosed in Client's application to the court to retain the Firm.

If in the Firm's determination a conflict of interest arises in Client's Restructuring Case requiring separate conflicts counsel, then Client will be required to use separate conflicts counsel in those matters.

No Guarantee of Success. It is impossible to provide any promise or guarantee about the outcome of Client's matters. Nothing in this Agreement or any statement by Firm staff or attorneys constitutes a promise or guarantee. Any comments about the outcome of Client's matter are simply expressions of judgment and are not binding on the Firm.

Consent to Use of Information. In connection with future materials that, for marketing purposes, describe facets of the Firm's law practice and recite examples of matters the Firm handles on behalf of clients, Client agrees that, if those materials avoid disclosing Client's confidences and secrets as defined by applicable ethical rules, they may identify Client as a client, may contain factual synopses of Client's matters, and may indicate generally the results achieved.

Reimbursement of Fees and Expenses. Client agrees to promptly reimburse the Firm for all internal or external fees and expenses, including the amount of the Firm's attorney and paralegal time at normal billing rates, as incurred by the Firm in connection with participating in, preparing for, or responding to any action, claim, objection, suit, or proceeding brought by or against any third-party that relates to the legal services provided by the Firm under this Agreement. Without limiting the scope of the foregoing, and by way of example only, this paragraph extends to all such fees and expenses incurred by the Firm: in responding to document subpoenas, and preparing for and testifying at depositions and trials; and with respect to the filing, preparation, prosecution or defense of any applications by the Firm for approval of fees and expenses in a judicial, arbitral, or similar proceeding. Further, Client understands, acknowledges, and agrees that in connection with a Restructuring Case, if Client has not objected to the payment of a Firm invoice or to a Firm fee and expense application, has in fact paid such invoice, or has approved such fee and expense application, then Client waives its right (and the right of any successor entity as a result of a Transaction or otherwise) to subsequently object to the payment of fees and expenses covered by such invoice or fee application.

LLP. Kirkland & Ellis LLP is a limited liability partnership organized under the laws of Illinois, and Kirkland & Ellis International LLP is a limited liability partnership organized under the laws of Delaware. Pursuant to those statutory provisions, an obligation incurred by a limited liability partnership, whether arising in tort, contract or otherwise, is solely the obligation of the limited liability partnership, and partners are not personally liable, directly or indirectly, by way of indemnification, contribution, assessment or otherwise, for such obligation solely by reason of being or so acting as a partner.

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Governing Law. This Agreement shall be governed by, and construed in accordance with, the laws of the State of Illinois, without giving effect to the conflicts of law principles thereof.

Miscellaneous. This Agreement sets forth the Parties' entire agreement for rendering professional services. It can be amended or modified only in writing and not orally or by course of conduct. Each Party signing below is jointly and severally responsible for all obligations due to the Firm and represents that each has full authority to execute this Agreement so that it is binding. This Agreement may be signed in one or more counterparts and binds each Party countersigning below, whether or not any other proposed signatory ever executes it. If any provision of this Agreement or the application thereof is held invalid or unenforceable, the invalidity or unenforceability shall not affect other provisions or applications of this Agreement which can be given effect without such provisions or application, and to this end the provisions of this Agreement are declared to be severable. Any agreement or waiver contained herein by Client extends to any assignee or successor in interest to Client, including without limitation the reorganized Client upon and after the effective date of a plan of reorganization in a Restructuring Case.

This Agreement is the product of arm's-length negotiations between sophisticated parties, and Client acknowledges that it is experienced with respect to the retention of legal counsel. Therefore, the Parties acknowledge and agree that any otherwise applicable rule of contract construction or interpretation which provides that ambiguities shall be construed against the drafter (and all similar rules of contract construction or interpretation) shall not apply to this Agreement. The Parties further acknowledge that the Firm is not advising Client with respect to this Agreement because the Firm would have a conflict of interest in doing so, and that Client has consulted (or had the opportunity to consult) with legal counsel of its own choosing. Client further acknowledges that Client has entered into this Agreement and agreed to all of its terms and conditions voluntarily and fully-informed, based on adequate information and Client's own independent judgment. The Parties further acknowledge that they intend for this Agreement to be effective and fully enforceable upon its execution and to be relied upon by the Parties.

* * *

Please confirm your agreement with the arrangements described in this letter by signing the enclosed copy of this letter in the space provided below and returning it to us. Please understand that, if we do not receive a signed copy of this letter within twenty-one days, we will withdraw from representing you in this Engagement.


Very truly yours,

KIRKLAND & ELLIS LLP

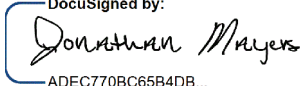
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November 12, 2022
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By: 
Printed Name: Joshua A. Sussberg
Title: Partner

Agreed and accepted this 12th day of November, 2022

BlockFi Inc.
DocuSigned by:
By: 
Name: Jonathan Mayers
Title: General Counsel

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December 12, 2022
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SUPPLEMENTAL ADDENDUM: List of Client Affiliates

BlockFi Asia PTE. Ltd.
BlockFi Cayman LLC
BlockFi Holding UK Limited
BlockFi International Ltd.
BlockFi Investment Products LLC
BlockFi Lending LLC
BlockFi Lending II LLC
BlockFi Services, Inc.
BlockFi Trading LLC
BlockFi UK Limited
BlockFi Ventures LLC
BlockFi Wallet LLC

KIRKLAND & ELLIS LLP**CLIENT-REIMBURSABLE EXPENSES AND OTHER CHARGES***Effective 01/01/2022*

The following outlines Kirkland & Ellis LLP's ("K&E LLP") policies and standard charges for various services performed by K&E LLP and/or by other third parties on behalf of the client which are often ancillary to our legal services. Services provided by in-house K&E LLP personnel are for the convenience of our clients. Given that these services are often ancillary to our legal services, in certain instances it may be appropriate and/or more cost efficient for these services to be outsourced to a third-party vendor. If services are provided beyond those outlined below, pricing will be based on K&E LLP's approximate cost and/or comparable market pricing.

- **Duplicating, Reprographics and Printing:** The following list details K&E LLP's charges for duplicating, reprographics and printing services:
 - ▶ Black and White Copy or Print (all sizes of paper):
 - \$0.16 per impression for all U.S. offices
 - €0.10 per impression in Munich
 - £0.15 per impression in London
 - HK\$1.50 per impression in Hong Kong
 - RMB1.00 per impression in Beijing and Shanghai
 - ▶ Color Copy or Print (all sizes of paper):
 - \$0.55 per impression
 - ▶ Scanned Images:
 - \$0.16 per page for black and white or color scans
 - ▶ Other Services:
 - CD/DVD Duplicating or Mastering - \$7/\$10 per CD/DVD
 - Binding - \$0.70 per binding
 - Large or specialized binders - \$13/\$27
 - Tabs - \$0.13 per item
 - OCR/File Conversion - \$0.03 per page
 - Large Format Printing - \$1.00 per sq. ft.
- **Secretarial and Word Processing:** Clients are not charged for secretarial and word processing activities incurred on their matters during standard business hours.
- **Overtime Charges:** Clients will be charged for overtime costs for secretarial and document services work if either (i) the client has specifically requested the after-hours work or (ii) the nature of the work being done for the client necessitates out-of-hours overtime and such work could not have been done during normal working hours. If these conditions are satisfied, costs for related overtime meals and transportation also will be charged.

- **Travel Expenses:** We charge clients our out-of-pocket costs for travel expenses including associated travel agency fees. We charge coach fares (business class for international flights) unless the client has approved business-class, first-class or an upgrade. K&E LLP personnel are instructed to incur only reasonable airfare, hotel and meal expenses. K&E LLP negotiates, uses, and passes along volume discount hotel and air rates whenever practicable. However, certain retrospective rebates may not be passed along.
- **Catering Charges:** Clients will be charged for any in-house catering service provided in connection with client matters.
- **Communication Expenses:** We do not charge clients for telephone calls or faxes made from K&E LLP's offices with the exception of third-party conference calls and videoconferences.

Charges incurred for conference calls, videoconferences, cellular telephones, and calls made from other third-party locations will be charged to the client at the actual cost incurred. Further, other telecommunication expenses incurred at third-party locations (e.g., phone lines at trial sites, Internet access, etc.) will be charged to the client at the actual cost incurred.

- **Overnight Delivery/Postage:** We charge clients for the actual cost of overnight and special delivery (e.g., Express Mail, FedEx, and DHL), and U.S. postage for materials mailed on the client's behalf. K&E LLP negotiates, uses, and passes along volume discount rates whenever practicable.
- **Messengers:** We charge clients for the actual cost of a third party vendor messenger.
- **Library Research Services:** Library Research staff provides research and document retrieval services at the request of attorneys, and clients are charged per hour for these services. Any expenses incurred in connection with the request, such as outside retrieval service or online research charges, are passed on to the client at cost, including any applicable discounts.
- **Online Research Charges:** K&E LLP charges for costs incurred in using third-party online research services in connection with a client matter. K&E LLP negotiates and uses discounts or special rates for online research services whenever possible and practicable and passes through the full benefit of any savings to the client based on actual usage.
- **Inter-Library Loan Services:** Our standard client charge for inter-library loan services when a K&E LLP library employee borrows a book from an outside source is \$25 per title. There is no client charge for borrowing books from K&E LLP libraries in other cities or from outside collections when the title is part of the K&E LLP collection but unavailable.

- **Off-Site Legal Files Storage:** Clients are not charged for off-site storage of files unless the storage charge is approved in advance.
- **Electronic Data Storage:** K&E LLP will not charge clients for costs to store electronic data and files on K&E LLP's systems if the data stored does not exceed 100 gigabytes (GB). If the data stored for a specific client exceeds 100GB, K&E LLP will charge clients \$6.00 per month/per GB for all network data stored until the data is either returned to the client or properly disposed of. For e-discovery data on the Relativity platform, K&E LLP will also charge clients \$6.00 per month/per GB until the data is either returned to the client or properly disposed of.
- **Calendar Court Services:** Our standard charge is \$25 for a court filing and other court services or transactions.
- **Supplies:** There is no client charge for standard office supplies. Clients are charged for special items (e.g., a minute book, exhibit tabs/indexes/dividers, binding, etc.) and then at K&E LLP's actual cost.
- **Contract Attorneys and Contract Non-Attorney Billers:** If there is a need to utilize a contract attorney or contract non-attorney on a client engagement, clients will be charged a standard hourly rate for these billers unless other specific billing arrangements are agreed between K&E LLP and client.
- **Expert Witnesses, Experts of Other Types, and Other Third Party Consultants:** If there is a need to utilize an expert witness, expert of other type, or other third party consultant such as accountants, investment bankers, academicians, other attorneys, etc. on a client engagement, clients will be requested to retain or pay these individuals directly unless specific billing arrangements are agreed between K&E LLP and client.
- **Third Party Expenditures:** Third party expenditures (e.g., corporate document and lien searches, lease of office space at Trial location, IT equipment rental, SEC and regulatory filings, etc.) incurred on behalf of a client, will be passed through to the client at actual cost. If the invoice exceeds \$50,000, it is K&E LLP's policy that wherever possible such charges will be directly billed to the client. In those circumstances where this is not possible, K&E LLP will seek reimbursement from our client prior to paying the vendor.

Unless otherwise noted, charges billed in foreign currencies are determined annually based on current U.S. charges at an appropriate exchange rate.

Exhibit B

Invoice

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

September 19, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050084070
Client Matter: 54119-3

In the Matter of Adversary Proceeding & Contested Matters

For legal services rendered through July 31, 2023
(see attached Description of Legal Services for detail)

\$ 318,974.50

Total legal services rendered

\$ 318,974.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Megan Bowsher	3.60	395.00	1,422.00
Trevor Eck	14.00	885.00	12,390.00
Richard U. S. Howell, P.C.	11.50	1,620.00	18,630.00
Rob Jacobson	9.60	1,245.00	11,952.00
Mike James Koch	3.80	885.00	3,363.00
Sarah R. Margolis	20.20	1,155.00	23,331.00
Casey McGushin	44.50	1,415.00	62,967.50
Brian Nakhaimousa	1.80	1,155.00	2,079.00
Nick Nielson	2.30	1,080.00	2,484.00
Christine A. Okike, P.C.	15.90	1,850.00	29,415.00
Isabella J. Parette	9.70	885.00	8,584.50
Francis Petrie	35.20	1,375.00	48,400.00
Margaret Reiney	6.30	1,245.00	7,843.50
Jimmy Ryan	11.00	995.00	10,945.00
Alexandra Schrader	14.80	1,080.00	15,984.00
Michael B. Slade	24.00	1,855.00	44,520.00
Josh Sussberg, P.C.	4.20	2,045.00	8,589.00
Katie J. Welch	5.00	1,215.00	6,075.00
TOTALS	237.40		\$ 318,974.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/01/23	Trevor Eck	3.80	Draft exclusivity reply.
07/01/23	Sarah R. Margolis	1.60	Research case law re conversion standard re Committee cross-motion (1.0); draft responsive brief re same (.6).
07/01/23	Isabella J. Paretti	3.90	Review, revise reply re disclosure statement objection (2.4); correspond with B. Nakhaimousa re same (.1); research case law re same (1.4).
07/01/23	Margaret Reiney	1.60	Review, revise response to objection re exclusivity (1.1); correspond with J. Ryan, K&E team re same (.5).
07/01/23	Jimmy Ryan	0.50	Correspond with M. Reiney, K&E team re response to objection to exclusivity motion.
07/02/23	Trevor Eck	7.10	Draft exclusivity reply re committee cross motion (3.9); research, analyze caselaw re same (1.0); review, analyze Committee cross motion re same (.8); review, analyze precedent re same (1.4).
07/02/23	Rob Jacobson	5.60	Draft exclusivity reply (3.9); correspond with T. Eck, K&E team re same (.2); correspond with I. Paretti, B. Nakhaimousa re case law summary (.2); review, analyze same (1.3).
07/02/23	Mike James Koch	0.40	Review, revise responsive pleading to chapter 11 trustee motion (.3); correspond with F. Petrie re same (.1).
07/02/23	Sarah R. Margolis	5.90	Research case law re conversion standard (1.0); draft brief re same (1.7); review, analyze motion to convert (.5); correspond with I. Paretti re same (.3); correspond with M. Reiney re same (.1); correspond with M. Koch, B. Nakhaimousa, F. Petrie re same (.1); research case law re conversion standard, cross-motion (.5); draft brief re same (1.7).
07/02/23	Casey McGushin	5.20	Draft and revise 9019 agreement (4.6); draft and revise settlement agreements (.6).
07/02/23	Brian Nakhaimousa	1.50	Draft disclosure statement reply.
07/02/23	Christine A. Okike, P.C.	0.50	Telephone conference with Cole Schotz, Haynes and Boone and K&E teams re litigation strategy.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/02/23	Christine A. Okike, P.C.	1.50	Review and comment on 9019 settlement agreement, including separation and release agreements.
07/02/23	Isabella J. Paretti	2.20	Review, revise reply re disclosure statement (1.5); research precedent re same (.7).
07/02/23	Isabella J. Paretti	2.70	Review, revise summary re caselaw re exclusivity objection (2.0); correspond with B. Nakhaimousa re same (.2); correspond with R. Jacobson re same (.2); compile cases re same (.3).
07/02/23	Jimmy Ryan	0.50	Review correspondence with F. Petrie, K&E team re response to objection to exclusivity motion.
07/02/23	Alexandra Schrader	1.10	Review and revise draft settlement agreements.
07/02/23	Michael B. Slade	2.70	Review, revise hearing talking points re 9019 motion (.3); draft and revise response brief (1.1); revise settlement agreements (.7); correspond with F. Petrie re same (.6).
07/02/23	Josh Sussberg, P.C.	1.90	Review, analyze Committee motion to terminate exclusivity (.4); correspond with F. Petrie re data re same for scheduling hearing (.1); conference with F. Petrie, K&E team re same and hearing (.5); further review Committee motion to terminate exclusivity (.6); draft talking points re scheduling conference (.2); correspond with Brown Rudnick re meet and confer (.1).
07/03/23	Trevor Eck	1.40	Review, revise exclusivity reply.
07/03/23	Richard U. S. Howell, P.C.	0.80	Draft correspondence to counterparties re ongoing settlement discussions.
07/03/23	Sarah R. Margolis	6.70	Review, revise reply re exclusivity objection (3.9); research case law re same (2.8).
07/03/23	Casey McGushin	0.20	Conference with M. Slade re settlement agreement terms.
07/03/23	Isabella J. Paretti	0.90	Review reply re disclosure statement (.7); conference with R. Jacobson, B. Nakhaimousa re same (.2).
07/03/23	Francis Petrie	3.80	Review and revise exclusivity objection.
07/03/23	Michael B. Slade	0.90	Review and revise settlement agreements.
07/03/23	Michael B. Slade	0.30	Telephone conference with C. McGushin re exclusivity reply and next steps.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/04/23	Sarah R. Margolis	6.00	Review, revise reply re exclusivity objection (3.9); research case law re same (2.1).
07/04/23	Casey McGushin	1.40	Draft and revise settlement motion.
07/04/23	Francis Petrie	2.70	Review and revise objection to cross-motion.
07/04/23	Michael B. Slade	1.20	Review and revise exclusivity reply.
07/05/23	Trevor Eck	1.70	Draft summary re disclosure statement objections.
07/05/23	Richard U. S. Howell, P.C.	0.90	Review materials re claims settlements (.6); correspond with C. McGushin, M. Slade, K&E team re open litigation issues (.3).
07/05/23	Rob Jacobson	4.00	Review, analyze objections of SEC, FTX, 3AC to disclosure statement (2.6); review, comment on materials re same (1.3); correspond with T. Eck, F. Petrie re same (.1).
07/05/23	Mike James Koch	3.40	Draft response brief re exclusivity considerations (3.3); correspond with J. Ryan re same (.1).
07/05/23	Casey McGushin	3.30	Draft 9019 motion.
07/05/23	Nick Nielson	2.30	Telephone conferences with C. McGushin, K&E team re case status, next steps (.7); review, analyze Committee report (1.0); review, revise 9019 motion (.6).
07/05/23	Francis Petrie	5.90	Review, revise brief on exclusivity (3.9); research, analyze caselaw re same (2.0).
07/05/23	Jimmy Ryan	3.60	Correspond with F. Petrie, K&E team re response to objection to exclusivity extension motion (.3); draft same (3.3).
07/05/23	Alexandra Schrader	3.10	Review and revise draft motion insert (2.0); review Committee cross-motion (1.1).
07/05/23	Michael B. Slade	3.80	Review and revise exclusivity reply brief (2.1); review and revise settlement motion (1.7).
07/05/23	Josh Sussberg, P.C.	0.20	Correspond with Haynes and Boone re FTX objection (.1); correspond with K&E team re 9019 and report (.1).
07/06/23	Richard U. S. Howell, P.C.	2.50	Review, revise draft Committee exclusivity and cross-motion pleadings (1.4); review supporting documents re sealing motion hearing (.5); review supporting documents in preparation for contested hearing (.6).
07/06/23	Casey McGushin	2.10	Draft deposition preparation outline re deposition of S. Vogel.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/06/23	Christine A. Okike, P.C.	0.30	Telephone conference with Company, Haynes and Boone and K&E teams re litigation strategy.
07/06/23	Francis Petrie	3.40	Review and revise exclusivity reply brief.
07/06/23	Michael B. Slade	3.70	Telephone conference with A. Schrader and F. Petrie re exclusivity reply (.6); review, revise 9019 motion (1.4). review, revise exclusivity reply brief (1.7).
07/06/23	Josh Sussberg, P.C.	0.10	Correspond with F. Petrie, K&E team re 9019 and status.
07/07/23	Richard U. S. Howell, P.C.	0.40	Correspond with C. Okike and K&E team re open litigation issues.
07/07/23	Richard U. S. Howell, P.C.	1.00	Review, analyze draft objection to motion to terminate exclusivity and comment re to same.
07/07/23	Casey McGushin	2.20	Draft and revise preparation outline for deposition prep with S. Vogel.
07/07/23	Casey McGushin	1.40	Review and revise exclusivity reply.
07/07/23	Christine A. Okike, P.C.	0.50	Review reply to Committee exclusivity objection.
07/07/23	Francis Petrie	8.80	Review sealing objection (1.2); telephone conferences with M. Slade re exclusivity objection (1.8); review and revise plan pleading (3.8); review precedent case law re same (2.0).
07/07/23	Alexandra Schrader	3.80	Research, analyze case law re motions to strike (3.5); correspond with Haynes and Boone re document production (.3).
07/07/23	Michael B. Slade	3.60	Review, revise settlement motion to seal re confidentiality issues (2.1); review and revise exclusivity reply brief (1.5).
07/07/23	Josh Sussberg, P.C.	1.10	Review and revise exclusivity reply (.5); correspond with F. Petrie, K&E team re same (.1); correspond with M. Slade, K&E team re sealing motion (.1); correspond with C. Okike, F. Petrie re 9019 (.4).
07/08/23	Casey McGushin	2.70	Draft and revise 9019 motion.
07/08/23	Alexandra Schrader	3.10	Research, analyze case law re motions to strike improper docket filings (1.2); revise opposition to motion to unseal (1.3); correspond with Haynes and Boone re document production (.6).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/08/23	Michael B. Slade	2.90	Review and revise exclusivity reply brief (.9); review and revise motion to seal (.4); telephone conference with Company re same (.2); telephone conference with counsel for witness re settlement agreement (.2); review, revise settlement agreement re same (.2); review and revise settlement motion (1.0)
07/08/23	Josh Sussberg, P.C.	0.30	Correspond with F. Petrie, C. Okike, K&E team re exclusivity response and 9019.
07/09/23	Richard U. S. Howell, P.C.	1.30	Review multiple drafts of 9019 motion and related filings.
07/09/23	Casey McGushin	1.30	Draft deposition preparation outline re witness deposition.
07/09/23	Casey McGushin	1.80	Draft 9019 motion (1.4); coordinate negotiation and finalization of settlement agreements (.4).
07/09/23	Christine A. Okike, P.C.	1.60	Review, analyze Committee exclusivity objection (.6); review, revise reply to Committee exclusivity objection (1.0).
07/09/23	Christine A. Okike, P.C.	1.50	Review 9019 motion (1.0); review response to Committee motion to unseal report (.5).
07/09/23	Francis Petrie	4.30	Telephone conference with M. Slade re exclusivity brief (.2); review material filings re same (.8); correspond with J. Ryan re same (.3); review and revise document re exclusivity (1.0); review pleadings re same (.8); review and revise 9019 Motion (1.2).
07/09/23	Jimmy Ryan	1.80	Correspond with F. Petrie, K&E team re response to exclusivity motion objection (.2); research re same (1.6).
07/09/23	Katie J. Welch	1.50	Draft responses, objections to subpoena from Committee.
07/10/23	Megan Bowsher	3.60	Review, revise 9019 motion (2.8); prepare documents cited as exhibits re same (.8).
07/10/23	Richard U. S. Howell, P.C.	2.20	Review multiple drafts of pleadings relating to 9019 settlement of claims (.9); review correspondence from M. Slade, C. McGushin, Company re same (1.3).
07/10/23	Casey McGushin	8.80	Review and revise 9019 motion (3.3); further review, revise, and finalize 9019 motion (2.6); draft and coordinate finalizing supporting materials re same (2.3); correspond with M. Slade, K&E team re same (.6).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/10/23	Christine A. Okike, P.C.	2.00	Review, analyze response to exclusivity objection (1.1); review, analyze objections to disclosure statement (.9).
07/10/23	Francis Petrie	5.40	Review and revise 9019 Motion/Motion to Seal (2.2); correspond with M. Slade re final versions of pleadings (1.2); correspond with Company, J. Ryan, M. Reiney re same (1.6); coordinate filing of 9019 motion, reply pleadings (.4).
07/10/23	Margaret Reiney	3.90	Review, revise 9019 order (.8); review precedent re same (.5); correspond with F. Petrie, K&E team re same (.4); review, revise 9019 motion (1.6); review, revise, redact report (.6).
07/10/23	Jimmy Ryan	4.30	Draft motion to seal 9019 motion (2.8); correspond with F. Petrie, K&E team re 9019 motion and exclusivity reply (1.1); prepare same re filing (.4).
07/10/23	Alexandra Schrader	2.50	Review and finalize exclusivity, unsealing, and 9019 motions for filing.
07/10/23	Michael B. Slade	3.30	Review and revise 9019 pleadings (1.9); review and revise reply in support of exclusivity (1.4).
07/11/23	Casey McGushin	2.60	Draft and revise deposition preparation outline re witness deposition.
07/11/23	Brian Nakhaimousa	0.30	Review, analyze disclosure statement objections.
07/11/23	Christine A. Okike, P.C.	0.20	Telephone conference with J. Sussberg, M. Slade, K&E team re litigation strategy.
07/11/23	Alexandra Schrader	0.10	Review correspondence re investigation report and document production.
07/11/23	Josh Sussberg, P.C.	0.40	Correspond with F. Petrie, K&E team re 9019 motion and exclusivity (.1); conference with M. Sirota re same (.3).
07/12/23	Richard U. S. Howell, P.C.	1.50	Review correspondence from C. Okike re open litigation issues (.5); prepare for and attend witness deposition preparation session (1.0).
07/12/23	Casey McGushin	5.30	Prepare for deposition preparation session with witness (1.9); participate in preparation session re same (1.4); review and analyze documents to provide to witness re same (2.0).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/12/23	Christine A. Okike, P.C.	7.80	Review, analyze exclusivity motion, objection, reply (3.9); research, analyze caselaw re same (3.9).
07/12/23	Jimmy Ryan	0.30	Review, analyze Committee exclusivity reply.
07/12/23	Alexandra Schrader	0.10	Review correspondence from C. McGushin re deposition preparation materials.
07/12/23	Alexandra Schrader	0.30	Review Committee supplemental objection re second exclusivity motion.
07/12/23	Michael B. Slade	1.20	Correspond with Committee counsel re Committee report and related issues (.3); review, revise subpoena response (.9).
07/13/23	Casey McGushin	1.20	Draft deposition outline re witness deposition.
07/13/23	Alexandra Schrader	0.20	Review correspondence from C. McGushin re deposition preparation materials.
07/14/23	Casey McGushin	1.70	Draft deposition outline re witness deposition.
07/17/23	Francis Petrie	0.90	Review and revise draft reply.
07/18/23	Richard U. S. Howell, P.C.	0.70	Telephone conference with M. Slade and K&E team to discuss trial strategy for disclosure statement hearing (.4); draft correspondence re same (.3).
07/18/23	Casey McGushin	1.60	Conference with M. Slade, K&E team re hearing preparation (.5); review and analyze materials in preparation for deposition preparation session with witness (1.1).
07/18/23	Margaret Reiney	0.80	Review, revise disclosure statement reply.
07/19/23	Richard U. S. Howell, P.C.	0.20	Review correspondence with Committee re ongoing settlement negotiations.
07/20/23	Casey McGushin	1.70	Draft deposition preparation outline re witness deposition preparation.
07/24/23	Alexandra Schrader	0.50	Conference with M. Slade, K&E team, Shearman re document productions.
07/24/23	Michael B. Slade	0.40	Telephone conference with A. Shrader re information requests.
07/24/23	Katie J. Welch	0.20	Correspond with K. Bleiweiss re document production.
07/26/23	Josh Sussberg, P.C.	0.20	Correspond with M. Slade re standing issue and status.
07/27/23	Katie J. Welch	2.90	Review and analyze documents for responsiveness and privilege in anticipation of production.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/28/23	Katie J. Welch	0.20	Review and analyze documents for responsiveness and privilege in anticipation of production.
07/31/23	Katie J. Welch	0.20	Correspond with K. Bleiweiss re privilege log.
Total		237.40	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

September 19, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050084071
Client Matter: 54119-6

In the Matter of Case Administration

For legal services rendered through July 31, 2023
(see attached Description of Legal Services for detail)

\$ 33,398.50

Total legal services rendered

\$ 33,398.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Trevor Eck	2.20	885.00	1,947.00
Richard U. S. Howell, P.C.	0.40	1,620.00	648.00
Rob Jacobson	3.10	1,245.00	3,859.50
Mike James Koch	1.50	885.00	1,327.50
Casey McGushin	0.40	1,415.00	566.00
Christine A. Okike, P.C.	7.00	1,850.00	12,950.00
Francis Petrie	1.50	1,375.00	2,062.50
Margaret Reiney	0.80	1,245.00	996.00
Jimmy Ryan	0.80	995.00	796.00
Alexandra Schrader	1.10	1,080.00	1,188.00
Michael B. Slade	1.60	1,855.00	2,968.00
Josh Sussberg, P.C.	2.00	2,045.00	4,090.00
TOTALS	22.40		\$ 33,398.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/01/23	Josh Sussberg, P.C.	0.60	Conference with M Sirota re case status (.2); correspond with same re same (.1); correspond with F. Petrie, K&E team re status and scheduling conference (.3).
07/02/23	Josh Sussberg, P.C.	0.10	Conference with M. Sirota re scheduling considerations.
07/02/23	Josh Sussberg, P.C.	0.70	Correspond with Brown Rudnick re scheduling (.1); conference with M Sirota re meet and confer and next steps (.2); correspond with F. Petrie, K&E team re same (.2); conference with Berkeley Research Group re scheduling conference (.2).
07/05/23	Casey McGushin	0.40	Participate in telephone conference with M. Slade, K&E team re case status.
07/05/23	Christine A. Okike, P.C.	0.60	Telephone conference with Company, Haynes and Boone, and F. Petrie, K&E team re key work streams.
07/05/23	Alexandra Schrader	0.60	Conference with M. Slade, K&E team re case status and next steps.
07/06/23	Rob Jacobson	0.20	Telephone conference with F. Petrie, Haynes and Boone team re work in process.
07/06/23	Mike James Koch	0.60	Draft agenda re July omnibus hearing.
07/07/23	Christine A. Okike, P.C.	0.50	Telephone conference with Company, Haynes and Boone, and F. Petrie, K&E team re key work streams.
07/09/23	Trevor Eck	0.30	Review, revise key dates and deadlines summary.
07/10/23	Rob Jacobson	0.50	Telephone conference with F. Petrie, M. Reiney re works in process, case updates, upcoming hearing.
07/10/23	Christine A. Okike, P.C.	0.50	Telephone conference with Company, Haynes and Boone, and F. Petrie, K&E team re key work streams.
07/11/23	Mike James Koch	0.90	Review, revise amended agenda re July 13 hearing (.6); correspond with F. Petrie, M. Reiney, Cole Schotz re same (.3).
07/11/23	Christine A. Okike, P.C.	0.50	Telephone conference with Company, Haynes and Boone, and F. Petrie, K&E teams re key work streams.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/12/23	Christine A. Okike, P.C.	0.40	Telephone conference with Company, Haynes and Boone, and K&E team re key work streams.
07/12/23	Margaret Reiney	0.80	Review, revise case timeline (.5); correspond with F. Petrie, K&E team re same (.3).
07/12/23	Jimmy Ryan	0.80	Correspond with F. Petrie and M. Koch re hearing preparations (.1); conference with F. Petrie, K&E team re same (.2); coordinate hearing logistics (.5).
07/13/23	Josh Sussberg, P.C.	0.30	Conference with Company re same, next steps.
07/13/23	Josh Sussberg, P.C.	0.30	Conference with Haynes and Boone re next steps (.1); conference with Cole Schotz re same (.2).
07/14/23	Rob Jacobson	0.50	Conference with F. Petrie, M. Reiney re critical workstreams, works in process.
07/14/23	Christine A. Okike, P.C.	0.30	Telephone conference with Company, Haynes and Boone, and F. Petrie, K&E teams re key work streams.
07/16/23	Trevor Eck	0.40	Review, revise key dates and deadlines summary (.3); correspond with R. Jacobson re same (.1).
07/17/23	Rob Jacobson	0.50	Conference with F. Petrie, M. Reiney re case status, next steps (.3); conference with F. Petrie, M. Reiney re scheduling, next steps (.2).
07/17/23	Christine A. Okike, P.C.	0.20	Telephone conference with Company, Haynes and Boone, and F. Petrie, K&E teams re key work streams.
07/17/23	Francis Petrie	1.10	Revise work in process summary, case calendar.
07/18/23	Trevor Eck	0.20	Review, revise key deadline summary (.1); correspond with R. Jacobson re same (.1).
07/18/23	Rob Jacobson	0.70	Review, revise talking points re case status (.6); correspond with F. Petrie re same (.1).
07/18/23	Christine A. Okike, P.C.	0.30	Telephone conference with Company, Haynes and Boone, and F. Petrie, K&E teams re key work streams.
07/18/23	Alexandra Schrader	0.50	Conference with M. Slade, K&E team re case status and next steps.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/20/23	Trevor Eck	0.20	Telephone conference with F. Petrie, K&E team re critical workstreams, case status, and next steps.
07/20/23	Rob Jacobson	0.70	Conference with F. Petrie, K&E team re works in process, next steps (.2); conference with F. Petrie, M. Reiney re same (.5).
07/20/23	Christine A. Okike, P.C.	0.50	Telephone conference with Company, Haynes and Boone, and F. Petrie, K&E teams re key work streams.
07/21/23	Francis Petrie	0.40	Correspond with Court, C. Okike, K&E team re go-forward hearing dates.
07/23/23	Trevor Eck	1.10	Review, revise key dates and deadline summary (.4); review, revise key workstream summary (.4); correspond with R. Jacobson re same (.3).
07/24/23	Richard U. S. Howell, P.C.	0.40	Correspond with M. Slade, C. McGushin re settlement discussions with Committee (.3); review materials re same (.1).
07/24/23	Christine A. Okike, P.C.	0.40	Telephone conference with Company, Haynes and Boone, and F. Petrie, K&E teams re key work streams.
07/25/23	Christine A. Okike, P.C.	0.90	Telephone conference with Company, Haynes and Boone, and F. Petrie, K&E teams re key work streams.
07/25/23	Michael B. Slade	0.50	Telephone conference with Company, C. Okike, K&E team, Haynes and Boone re case status, next steps.
07/26/23	Christine A. Okike, P.C.	0.30	Telephone conference with Company, Haynes and Boone, and M. Slade, K&E teams re key work streams.
07/26/23	Michael B. Slade	0.40	Telephone conference with Company, C. Okike, K&E team, Haynes and Boone re case status, next steps.
07/27/23	Christine A. Okike, P.C.	0.60	Telephone conference with Company, Haynes and Boone, and M. Slade, K&E teams re key work streams.
07/27/23	Michael B. Slade	0.40	Telephone conference with Company, C. Okike, K&E team, Haynes and Boone re case status, next steps.
07/27/23	Michael B. Slade	0.30	Telephone conference with R. Howell and C. McGushin re case update and next steps.

Legal Services for the Period Ending July 31, 2023

Invoice Number:

1050084071

BlockFi Inc.

Matter Number:

54119-6

Case Administration

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/28/23	Christine A. Okike, P.C.	0.50	Telephone conference with Company, Haynes and Boone, and M. Slade, K&E teams re key work streams.
07/31/23	Christine A. Okike, P.C.	0.50	Telephone conference with Company, Haynes and Boone, and F. Petrie, K&E teams re key work streams.
Total		22.40	

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KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

September 19, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050084072
Client Matter: 54119-7

In the Matter of Cash Management

For legal services rendered through July 31, 2023
(see attached Description of Legal Services for detail)

\$ 992.50

Total legal services rendered

\$ 992.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Christine A. Okike, P.C.	0.20	1,850.00	370.00
Margaret Reiney	0.50	1,245.00	622.50
TOTALS	0.70		\$ 992.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/10/23	Christine A. Okike, P.C.	0.20	Review, analyze to cash management issues.
07/18/23	Margaret Reiney	0.50	Correspond with C. Okike, K&E team, Company re bank accounts.
Total		0.70	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

September 19, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050084073
Client Matter: 54119-8

In the Matter of Customer and Vendor Communications

For legal services rendered through July 31, 2023
(see attached Description of Legal Services for detail)

\$ 26,949.00

Total legal services rendered

\$ 26,949.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Rob Jacobson	7.00	1,245.00	8,715.00
Mike James Koch	2.90	885.00	2,566.50
Christine A. Okike, P.C.	2.30	1,850.00	4,255.00
Francis Petrie	8.30	1,375.00	11,412.50
TOTALS	20.50		\$ 26,949.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/06/23	Rob Jacobson	0.50	Telephone conference with F. Petrie, C Street, Company re communications materials.
07/06/23	Francis Petrie	0.50	Telephone conference with C Street re communications strategy.
07/10/23	Christine A. Okike, P.C.	0.80	Telephone conference with Company, C. Street, F. Petrie and K&E team re communications materials (.4); review internal communications materials (.4).
07/10/23	Francis Petrie	0.70	Telephone conferences with C. Okike, C-Street team re communications strategy.
07/13/23	Rob Jacobson	2.20	Prepare for weekly telephone conference with C Street, Company re communications materials (.4); participate in telephone conference with C Street, Company re same (.5); review, comment on numerous communications materials re withdrawal process (1.3).
07/13/23	Francis Petrie	1.30	Telephone conference with C Street team, Company re communications strategy (.5); review and revise materials re same (.8).
07/14/23	Rob Jacobson	1.50	Review, revise communications materials (1.4); correspond with C. Okike, F. Petrie re same (.1).
07/14/23	Francis Petrie	1.30	Correspond with Company, C Street re communications, Committee report, media strategy re same.
07/18/23	Francis Petrie	0.60	Review and revise communications materials (.4); correspond with R. Jacobson re same (.2).
07/19/23	Francis Petrie	0.30	Telephone conferences with C Street team re communications strategy.
07/20/23	Christine A. Okike, P.C.	0.50	Review communications materials (.1); telephone conference with Company, C Street, F. Petrie and K&E team re same (.4).
07/20/23	Francis Petrie	0.50	Telephone conference with C Street, Company re communications strategy.
07/21/23	Rob Jacobson	0.50	Review, comment on C Street communications materials.
07/21/23	Francis Petrie	0.60	Review and revise communications materials.

Legal Services for the Period Ending July 31, 2023

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Invoice Number:

1050084073

BlockFi Inc.

Matter Number:

54119-8

Customer and Vendor Communications

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/24/23	Francis Petrie	0.30	Telephone conferences with L. Wolf re communications strategy and timeline.
07/26/23	Francis Petrie	0.60	Telephone conferences with L. Wolf re communications materials.
07/27/23	Rob Jacobson	2.30	Review, revise communications materials (1.5); correspond with C. Okike, F. Petrie re same (.2); telephone conference with C Street, Company re communications plan (.5); prepare for same (.1).
07/27/23	Christine A. Okike, P.C.	0.30	Telephone conference with Company, C Street, F. Petrie, R. Jacobson, and K&E team re communications matters.
07/27/23	Francis Petrie	0.50	Telephone conference with L. Wolf, Company re communications strategy.
07/31/23	Mike James Koch	2.90	Review, revise communications materials (2.7); correspond with F. Petrie re same (.2).
07/31/23	Christine A. Okike, P.C.	0.70	Review communications materials.
07/31/23	Francis Petrie	1.10	Review and revise communications materials (.8); telephone conference with Company, C Street team re communications strategy (.3).
Total		20.50	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

September 19, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050084074
Client Matter: 54119-9

In the Matter of Claims Administration and Objections

For legal services rendered through July 31, 2023
(see attached Description of Legal Services for detail)

\$ 7,359.00

Total legal services rendered

\$ 7,359.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Brian Nakhaimousa	0.10	1,155.00	115.50
Christine A. Okike, P.C.	1.30	1,850.00	2,405.00
Francis Petrie	1.90	1,375.00	2,612.50
Michael B. Slade	1.20	1,855.00	2,226.00
TOTALS	4.50		\$ 7,359.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/14/23	Brian Nakhaimousa	0.10	Correspond with Kroll re late filed claim.
07/21/23	Francis Petrie	0.60	Review, analyze claims estimation motions.
07/23/23	Christine A. Okike, P.C.	1.30	Review, analyze claims estimation motions.
07/23/23	Francis Petrie	0.40	Review and analyze draft claims estimation motions.
07/23/23	Michael B. Slade	1.20	Review, revise FTX and 3AC claims estimation motion.
07/31/23	Francis Petrie	0.90	Telephone conference with Latham & Watkins re claims treatment (.4); telephone conference with Brown Rudnick re claims objections and go-forward business workstreams (.5).
Total		4.50	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

September 19, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050084075
Client Matter: 54119-10

In the Matter of Official Committee Matters and Meetings

For legal services rendered through July 31, 2023
(see attached Description of Legal Services for detail)

\$ 9,559.00

Total legal services rendered

\$ 9,559.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Richard U. S. Howell, P.C.	1.20	1,620.00	1,944.00
Rob Jacobson	0.50	1,245.00	622.50
Christine A. Okike, P.C.	1.50	1,850.00	2,775.00
Francis Petrie	0.50	1,375.00	687.50
Margaret Reiney	0.70	1,245.00	871.50
Josh Sussberg, P.C.	1.30	2,045.00	2,658.50
TOTALS	5.70		\$ 9,559.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/05/23	Josh Sussberg, P.C.	0.50	Telephone conference with M3 re status (.2); correspond with F. Petrie, K&E team re cost savings (.1); conference with Kroll re same (.2).
07/06/23	Christine A. Okike, P.C.	0.40	Telephone conference with Company and Berkeley Research Group re cost reduction proposal.
07/06/23	Josh Sussberg, P.C.	0.10	Correspond with C. Okike, K&E team, Debtors advisors re cost savings.
07/06/23	Josh Sussberg, P.C.	0.20	Conference with with Kroll re costs.
07/07/23	Margaret Reiney	0.70	Correspond with C. Okike, K&E team, Haynes and Boone re document production.
07/10/23	Christine A. Okike, P.C.	1.00	Review cost cutting proposal (.3); telephone conference with Company, BRG and J. Sussberg, K&E teams re same (.2); telephone conference with Moelis re same (.4); telephone conference with BRG re same (.1).
07/10/23	Josh Sussberg, P.C.	0.50	Correspond with BRG re cost savings (.1); conference with C. Okike, K&E team re same (.4).
07/11/23	Rob Jacobson	0.50	Draft fee reduction summary re BRG data for presentment to judge.
07/12/23	Christine A. Okike, P.C.	0.10	Review cost savings proposal.
07/13/23	Richard U. S. Howell, P.C.	0.70	Draft correspondence to Committee re issues re dispute with Committee.
07/20/23	Richard U. S. Howell, P.C.	0.50	Draft correspondence to Committee re settlement discussions with Committee and related issues.
07/21/23	Francis Petrie	0.50	Review settlement materials re Committee update.
Total		5.70	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

September 19, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050084077
Client Matter: 54119-12

In the Matter of Corp., Governance, & Securities Matters

For legal services rendered through July 31, 2023
(see attached Description of Legal Services for detail)

\$ 6,006.00

Total legal services rendered

\$ 6,006.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Mike James Koch	0.40	885.00	354.00
Christine A. Okike, P.C.	1.50	1,850.00	2,775.00
Francis Petrie	1.20	1,375.00	1,650.00
Josh Sussberg, P.C.	0.60	2,045.00	1,227.00
TOTALS	3.70		\$ 6,006.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/10/23	Mike James Koch	0.40	Draft summary re board update (.3); correspond with M. Reiney re same (.1).
07/11/23	Christine A. Okike, P.C.	0.20	Review and revise materials re board update.
07/11/23	Francis Petrie	0.70	Review and revise materials re board update.
07/19/23	Christine A. Okike, P.C.	1.30	Participate in board meeting (.5); telephone conference with P. Corrie re same (.5); telephone conference with Company re same (.3).
07/19/23	Francis Petrie	0.50	Participate in board meeting.
07/19/23	Josh Sussberg, P.C.	0.50	Participate in board meeting.
07/26/23	Josh Sussberg, P.C.	0.10	Correspond with F. Petrie, K&E team re board update and status.
Total		3.70	

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KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

September 19, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050084078
Client Matter: 54119-13

In the Matter of Employee Matters

For legal services rendered through July 31, 2023
(see attached Description of Legal Services for detail)

\$ 4,850.50

Total legal services rendered

\$ 4,850.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Christine A. Okike, P.C.	1.50	1,850.00	2,775.00
Francis Petrie	0.70	1,375.00	962.50
Michael B. Slade	0.60	1,855.00	1,113.00
TOTALS	2.80		\$ 4,850.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/11/23	Christine A. Okike, P.C.	0.50	Telephone conference with Company and F. Petrie, K&E team re employee matters (.3); review KERP re payment triggers (.1); correspond with Company re same (.1).
07/19/23	Francis Petrie	0.30	Telephone conference with M. Crowell re employee issues (.3).
07/24/23	Christine A. Okike, P.C.	0.20	Analyze employee matters.
07/26/23	Francis Petrie	0.40	Correspond with M. Slade re employee issues and KERP order (.4).
07/26/23	Michael B. Slade	0.30	Correspond with F. Petrie re KERP issues.
07/27/23	Christine A. Okike, P.C.	0.80	Telephone conferences with Company re KERP (.3); review KERP order (.3); telephone conference with M. Slade re KERP (.2).
07/31/23	Michael B. Slade	0.30	Review, analyze employee issue.
Total		2.80	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

September 19, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050084079
Client Matter: 54119-16

In the Matter of Hearings

For legal services rendered through July 31, 2023
(see attached Description of Legal Services for detail)

\$ 31,238.50

Total legal services rendered

\$ 31,238.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Richard U. S. Howell, P.C.	1.20	1,620.00	1,944.00
Mike James Koch	1.90	885.00	1,681.50
Casey McGushin	1.20	1,415.00	1,698.00
Christine A. Okike, P.C.	5.10	1,850.00	9,435.00
Francis Petrie	1.70	1,375.00	2,337.50
Margaret Reiney	0.90	1,245.00	1,120.50
Michael B. Slade	2.50	1,855.00	4,637.50
Josh Sussberg, P.C.	4.10	2,045.00	8,384.50
TOTALS	18.60		\$ 31,238.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/02/23	Francis Petrie	0.40	Telephone conference with M. Reiney, K&E team re scheduling conference.
07/03/23	Richard U. S. Howell, P.C.	1.20	Prepare for hearing re scheduling issues, disclosure statement (.3); attend telephonic hearing re same (.9).
07/03/23	Casey McGushin	1.20	Participate in hearing regarding scheduling of various motions (.7); conference with M. Slade, K&E team re same (.5).
07/03/23	Christine A. Okike, P.C.	1.50	Attend scheduling conference (.9); telephone conference with Company, M. Slade, K&E team re same (.6).
07/03/23	Francis Petrie	0.70	Telephonically attend scheduling conference.
07/03/23	Margaret Reiney	0.90	Telephonically attend scheduling conference.
07/03/23	Michael B. Slade	0.90	Attend scheduling conference.
07/03/23	Josh Sussberg, P.C.	3.60	Prepare for scheduling conference (1.7); attend scheduling conference (.9); correspond with F. Petrie, K&E team re same and next steps (.5); telephone conferences with with M. Sirota re same (.2); telephone conference with R. Kanowitz re same (.3).
07/06/23	Josh Sussberg, P.C.	0.50	Conference with Company re status conference.
07/11/23	Francis Petrie	0.60	Telephone conferences with M. Slade, C. Okike re exclusivity hearing preparation.
07/11/23	Michael B. Slade	1.60	Prepare for exclusivity hearing.
07/12/23	Mike James Koch	1.90	Conference with F. Petrie, J. Ryan re exclusivity hearing preparation (.2); compile documents, pleadings re hearing preparation (1.6); correspond with F. Petrie, J. Ryan re same (.1).
07/12/23	Christine A. Okike, P.C.	1.10	Prepare for hearing re exclusivity.
07/13/23	Christine A. Okike, P.C.	2.50	Prepare for exclusivity hearing.
Total		18.60	

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KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

September 19, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050084080
Client Matter: 54119-17

In the Matter of Insurance and Surety Matters

For legal services rendered through July 31, 2023
(see attached Description of Legal Services for detail)

\$ 3,707.50

Total legal services rendered

\$ 3,707.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Christine A. Okike, P.C.	0.50	1,850.00	925.00
Michael B. Slade	1.50	1,855.00	2,782.50
TOTALS	2.00		\$ 3,707.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/17/23	Christine A. Okike, P.C.	0.30	Review, analyze directors' and officers' insurance policy documents.
07/18/23	Christine A. Okike, P.C.	0.20	Review, analyze directors' and officers' insurance policy documents.
07/25/23	Michael B. Slade	1.20	Review, revise insurance documents.
07/26/23	Michael B. Slade	0.30	Correspond with F. Petrie, K&E team re insurance documents.
Total		2.00	

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KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

September 19, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050084081
Client Matter: 54119-18

In the Matter of Disclosure Statement, Plan, Confirmation

For legal services rendered through July 31, 2023
(see attached Description of Legal Services for detail)

\$ 630,040.50

Total legal services rendered

\$ 630,040.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Trevor Eck	52.50	885.00	46,462.50
Shayne Henry	5.00	1,310.00	6,550.00
Richard U. S. Howell, P.C.	6.90	1,620.00	11,178.00
Rob Jacobson	41.70	1,245.00	51,916.50
Katherine Karnosh	3.00	1,075.00	3,225.00
Mike James Koch	27.50	885.00	24,337.50
Brian Nakhaimousa	3.30	1,155.00	3,811.50
Nick Nielson	3.50	1,080.00	3,780.00
Christine A. Okike, P.C.	58.10	1,850.00	107,485.00
Isabella J. Paretti	11.20	885.00	9,912.00
Anne G. Peetz	2.00	1,425.00	2,850.00
Francis Petrie	133.40	1,375.00	183,425.00
Margaret Reiney	38.10	1,245.00	47,434.50
Jimmy Ryan	13.30	995.00	13,233.50
Alexandra Schrader	1.80	1,080.00	1,944.00
Michael B. Slade	26.80	1,855.00	49,714.00
Josh Sussberg, P.C.	30.70	2,045.00	62,781.50
TOTALS	458.80		\$ 630,040.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/01/23	Richard U. S. Howell, P.C.	2.20	Review disclosure statement, caselaw re disclosure statement considerations (1.3); correspond with M. Slade, C. McGushin, K&E team re same (.4); review draft settlement agreements (.5).
07/01/23	Rob Jacobson	1.30	Review, analyze solicitation documents (.8); correspond with F. Petrie re same (.2); draft correspondence to Kroll, Haynes & Boone, Berkeley Research Group re same (.3).
07/01/23	Anne G. Peetz	1.40	Review and revise disclosure statement.
07/01/23	Michael B. Slade	1.20	Review and revise settlement agreements.
07/02/23	Trevor Eck	2.30	Review, revise disclosure statement motion exhibits (1.2); review, revise disclosure statement order (.7); correspond with R. Jacobson, K&E team re same (.4).
07/02/23	Richard U. S. Howell, P.C.	1.50	Review motion to terminate exclusivity.
07/02/23	Richard U. S. Howell, P.C.	0.80	Review correspondence from Company, M. Slade, C. Okike re settlement issues (.5); review updated draft agreements (.3).
07/02/23	Rob Jacobson	3.50	Review, revise disclosure statement exhibits (1.3); correspond with T. Eck, B. Nakhaimousa re same (.2); draft disclosure statement order (.7); correspond with F. Petrie, T. Eck, B. Nakhaimousa re same (.1); review, revise cover letter re disclosure statement exhibits (.8); correspond with B. Nakhaimousa, K&E team re same (.1); correspond with C. Okike, Company re disclosure statement exhibits (.3).
07/02/23	Mike James Koch	0.90	Research, analyze precedent re third party releases (.7); correspond with F. Petrie, K&E team re same (.2).
07/02/23	Brian Nakhaimousa	1.30	Review, revise disclosure statement motion exhibits (1.2); correspond with R. Jacobson, T. Eck, C. Okike re same (.1).
07/02/23	Christine A. Okike, P.C.	3.00	Review, analyze Committee plan issues (.8); correspond with F. Petrie re same (.3); review, revise disclosure statement re securities matters (.5); correspond with SEC re same (.3); review disclosure statement exhibits (1.1).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/02/23	Francis Petrie	3.80	Review and revise draft plan sections.
07/02/23	Margaret Reiney	3.60	Correspond with F. Petrie, K&E team re status conference (.5); review, revise disclosure statement re same (2.2); research re same (.9).
07/03/23	Trevor Eck	2.60	Review, revise disclosure statement exhibits (2.4); correspond with R. Jacobson, B. Nakhaimousa re same (.2).
07/03/23	Rob Jacobson	8.10	Review, revise disclosure statement exhibits (1.6); correspond with T. Eck, B. Nakhaimousa re same (.4); correspond with Cole Schotz re filing re same (.3); correspond with C. Okike re same (.2); review, revise exclusivity reply (3.9); review, analyze case law re same (1.7).
07/03/23	Brian Nakhaimousa	1.80	Correspond with T. Eck, R. Jacobson re ballots (.3); review, analyze precedent re exclusivity (.9); correspond with R. Jacobson, T. Eck re same (.3); conference with R. Jacobson re same (.3).
07/03/23	Christine A. Okike, P.C.	0.90	Correspond with Walkers re Bermuda plan structuring issues (.2); review solicitation materials (.4); correspond with R. Jacobson re same (.3).
07/03/23	Francis Petrie	3.00	Draft plan materials re scheduling (.9); review and revise plan, disclosure statement pleadings (2.1).
07/03/23	Josh Sussberg, P.C.	0.50	Correspond with F. Petrie, K&E team re plan and disclosure statement.
07/04/23	Josh Sussberg, P.C.	0.60	Correspond with Cole Schotz, K&E team re July 13 hearing and status (.3); correspond with F. Petrie, K&E team re 9019 and next steps (.3).
07/05/23	Richard U. S. Howell, P.C.	0.70	Conferences with M. Slade, C. McGushin, K&E team re disclosure statement and related litigation.
07/05/23	Mike James Koch	1.70	Correspond with M. Reiney, J. Ryan re plan revisions (.1); review, revise pleading re exclusivity considerations (1.5); correspond with F. Petrie, J. Ryan re same (.1).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/05/23	Christine A. Okike, P.C.	1.00	Analyze Bermuda plan structuring considerations (.5); review plan (.3); telephone conference with Moelis re same (.2).
07/05/23	Isabella J. Paretti	3.10	Review objections re disclosure statement (.7); conference with B. Nakhaimousa re same (.2); review reply re same (2.2).
07/05/23	Michael B. Slade	0.50	Telephone conference with C. McGushin, K&E team re settlements.
07/06/23	Mike James Koch	1.70	Review, revise pleading re exclusivity considerations (1.6); correspond with F. Petrie, K&E team re same (.1).
07/06/23	Nick Nielson	1.40	Research, analyze estate and direct claims.
07/06/23	Isabella J. Paretti	1.60	Review research re disclosure statement (.3); correspond with B. Nakhaimousa, K&E team re same (.1); review objections re same (.6); review reply re same (.6).
07/06/23	Francis Petrie	4.20	Telephone conference with Company, K&E team re hearing strategy (.9); telephone conference with M. Slade, A. Schrader re exclusivity reply brief (1.8); telephone conference with A. Sexton, JPLs re amended Plan structure (.8); telephone conference with Haynes and Boone re plan and solicitation(.3); telephone conference with Berkeley Research Group, Company re plan and solicitation (.4).
07/06/23	Alexandra Schrader	1.80	Review and revise exclusivity motion.
07/06/23	Michael B. Slade	0.50	Telephone conference with Company re case status and next steps.
07/06/23	Josh Sussberg, P.C.	0.50	Conference with M. Slade re exclusivity (.2); telephone conference with M3 re status (.2); correspond with M. Slade, K&E team re confidentiality designations (.1).
07/07/23	Nick Nielson	1.60	Research, analyze estate and direct claims (1.0); draft summary re same (.6).
07/07/23	Michael B. Slade	1.10	Telephone conference with Company, C. Okike, K&E team, Haynes and Boone re case status, next steps (.2); review, revise settlement agreement (.9).
07/07/23	Josh Sussberg, P.C.	0.10	Correspond with Cole Schotz, K&E team re July 13 hearing.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/08/23	Shayne Henry	0.20	Correspond with M. Slade and C. McGushin re estate claims analysis.
07/08/23	Francis Petrie	3.20	Review and revise reply to exclusivity cross-motion.
07/09/23	Shayne Henry	4.80	Research case law re potential estate claims (3.2); draft analysis re same (1.6).
07/09/23	Michael B. Slade	4.10	Correspond with F. Petrie re settlement agreements (.4); review and revise settlement agreements, report (3.3); review, revise response to sealing (.4).
07/10/23	Rob Jacobson	1.90	Review, analyze claims register re solicitation matters (.9); correspond with F. Petrie, M. Reiney re same (.2); review, analyze 9019, exclusivity reply (.8).
07/10/23	Mike James Koch	3.80	Review, revise exclusivity reply (3.6); correspond with M. Reiney re same (.2).
07/10/23	Michael B. Slade	0.50	Telephone conference with Company, C. Okike, K&E team, Haynes and Boone re case status, next steps.
07/10/23	Josh Sussberg, P.C.	0.30	Correspond with M. Slade, K&E team re exclusivity and 9019 (.2); correspond with Cole Schotz, K&E team re chambers conference (.1).
07/11/23	Richard U. S. Howell, P.C.	0.80	Review correspondence from M. Slade, C. McGushin, Haynes and Boone and related materials re 9019 settlement and dispute with Committee.
07/11/23	Rob Jacobson	0.50	Review, revise exclusivity hearing talking points.
07/11/23	Christine A. Okike, P.C.	3.30	Correspond with Latham & Watkins re disclosure statement (.1); review plan timeline (.2); prepare for exclusivity hearing argument (2.8); correspond with F. Petrie, K&E team re same (.2).
07/11/23	Isabella J. Parette	3.00	Review, analyze transcripts re contested disclosure statement hearings (.8); research re same (1.4); correspond with R. Jacobson re same (.2); conference with B. Nakhaimousa re same (.2); draft summary re same (.4);.
07/11/23	Margaret Reiney	0.80	Draft notice of adjournment of disclosure statement hearing (.5); correspond with F. Petrie, K&E team re same (.3).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/11/23	Josh Sussberg, P.C.	0.70	Conference with M. Slade, C. McGushin and C. Okike re same (.2); correspond with M. Slade, K&E team re report unsealing and status (.1); correspond with Company re status (.4).
07/12/23	Mike James Koch	0.20	Draft summary re exclusivity extensions (.1); correspond with F. Petrie re same (.1).
07/12/23	Francis Petrie	4.30	Telephone conference with M. Koch, J. Ryan re exclusivity hearing preparation (.3); prepare, compile filed pleadings re same (3.9); correspond with M. Slade, C. Okike re same (.1).
07/12/23	Josh Sussberg, P.C.	1.60	Correspond with Company re unsealing Committee report and press correspondence (.2); conference with Company re same (.3); further correspond with Company re same (.1); conference with Cole Schotz re status (.2); correspond with same re same (.2); correspond with Cole Schotz, K&E teams re July 13 hearing and chambers conference (.3); correspond with Brown Rudnick re cost savings and status (.2); correspond with Company re wallet withdrawals (.1).
07/13/23	Rob Jacobson	1.60	Review, revise plan, disclosure statement proposed timeline (.7); correspond with F. Petrie re same (.3); draft exclusivity bridge order (.5); correspond with F. Petrie, J. Sussberg, C. Okike, M. Slade re same (.1).
07/13/23	Christine A. Okike, P.C.	4.30	Attend chambers conference re plan mediation (3.3); review and revise settlement term sheet (1.0).
07/13/23	Christine A. Okike, P.C.	0.10	Review exclusivity bridge order.
07/13/23	Isabella J. Paretti	1.10	Conference with B. Nakhaimousa, K&E team re exclusivity (.5); research case law re plan issues (.1); conference with F. Petrie, B. Nakhaimousa re chambers conference (.5).
07/13/23	Francis Petrie	3.40	Draft and revise settlement term sheet (1.8); correspond with K&E team re same (.9); review and revise plan provisions (.7).
07/13/23	Francis Petrie	4.50	Participate in chambers conference.
07/13/23	Michael B. Slade	0.60	Correspond with F. Petrie re settlement proposal (.4); review and revise same (.2).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/13/23	Michael B. Slade	4.80	Prepare for chambers conference (1.0); attend chambers conference (3.8).
07/13/23	Josh Sussberg, P.C.	7.10	Prepare for Chambers conference (2.0); Participate in chambers conference (3.3); review and revise settlement term sheet (1.3); correspond with F. Petrie, K&E team re same (.5).
07/14/23	Rob Jacobson	0.70	Correspond with F. Petrie re distribution agent (.2); correspond with Moelis re same (.5).
07/14/23	Brian Nakhaimousa	0.20	Conference with I. Paretti re disclosure statement reply.
07/14/23	Christine A. Okike, P.C.	0.40	Telephone conference with Moelis re plan structure.
07/14/23	Christine A. Okike, P.C.	0.70	Review settlement term sheet (.5); attend conference with Brown Rudnick, Cole Schotz, Haynes and Boone, and F. Petrie, K&E teams re same (.2).
07/14/23	Francis Petrie	3.80	Finalize and submit term sheet counter proposal (2.6); telephone conferences with J. Sussberg, K&E team re same (.3); telephone conference with Brown Rudnick team re path forward (.3); telephone conference with R. Jacobson, M. Reiney re plan and strategy (.6).
07/14/23	Josh Sussberg, P.C.	1.90	Telephone conference with R. Kanowitz re status (.5); telephone conference with M. Sirota re same (.3); conference with J. Mayers (.2); conference with F. Petrie re settlement term sheet (.2); conference with Court and Committee re same (.5); correspond with Company re press inquiries (.1); correspond with Company re status (.1).
07/15/23	Josh Sussberg, P.C.	0.30	Correspond with R. Kanowitz re status (.1); conference with R. Kanowitz and M. Slade re same (.2).
07/16/23	Josh Sussberg, P.C.	0.50	Conference with M. Sirota re chambers conference (.2); correspond with same re same (.3).
07/17/23	Richard U. S. Howell, P.C.	0.30	Review correspondence from Committee re preparation for disclosure statement trial.
07/17/23	Mike James Koch	0.30	Conference with M. Reiney, F. Petrie re plan, disclosure statement.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/17/23	Christine A. Okike, P.C.	1.00	Review Committee settlement term sheet (.5); correspond with Company, Haynes and Boone, and F. Petrie, K&E teams re same (.5).
07/17/23	Isabella J. Paretti	2.40	Conference with B. Nakhaimousa re disclosure statement (.4); review, revise same (1.8); correspond with R. Jacobson, K&E team re same (.2).
07/17/23	Francis Petrie	3.80	Telephone conference with R. Jacobson, M. Reiney re settlement status (.3); correspond with M. Reiney, M. Koch re release structure (.2); review plan re revised definitions (.9); correspond with M. Reiney, K&E team re draft disclosure statement reply (.4); review and revise draft settlement term sheet (1.3); correspond with M. Reiney, K&E team re same (.7).
07/17/23	Margaret Reiney	2.90	Conference with F. Petrie, K&E team re settlement (.3); research re releases (.7); review settlement materials (.6); conference with F. Petrie, K&E team re disclosure statement reply (.9); review same (.4).
07/17/23	Michael B. Slade	0.90	Review and revise settlement term sheet (.4); correspond with C. Okike, K&E team re same (.5).
07/17/23	Josh Sussberg, P.C.	0.90	Conference with Cole Schotz re status (.3); call with Haynes and Boone re same (.1); review settlement term sheet from Committee (.3); correspond with Brown Rudnick re same and insurance issues (.2).
07/18/23	Nick Nielson	0.50	Telephone conference with C. McGushin, K&E team re case status and next steps re committee settlement.
07/18/23	Christine A. Okike, P.C.	2.80	Telephone conference with R. Kanowitz re mediation (.2); review and revise settlement term sheet (1.6); telephone conference with Company, Haynes and Boone, M. Slade, K&E teams re same (.5); telephone conference with Haynes and Boone, M. Slade, K&E teams re same (.5).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/18/23	Francis Petrie	7.90	Review and revise settlement term sheet (1.9); telephone conference with Haynes and Boone, C. Okike re same (.5); telephone conferences with D. Gold re same (.8); review and revise same re status, revisions (3.6); telephone conference with M. Slade, C. Okike re same (.4); correspond with Company re same, contributions (.7).
07/18/23	Margaret Reiney	0.60	Correspond with F, Petrie, K&E team re settlement.
07/18/23	Josh Sussberg, P.C.	3.40	Review and comment on UCC term sheet (.7); telephone conference with Z. Prince re status (.3); telephone conference with R. Kanowitz re same (.3); telephone conference with M. Sirota (.3); correspond with M. Sirota re chambers conference (.3); review comments to term sheet from directors and officers (.2); correspond with directors and officers re same (.2); telephone conference with R. Kanowitz re same (.2); further comment on documents (.2); telephone conference with J. Mayers re status and next steps (.3); correspond with C. Okike, K&E team re board meeting (.3); telephone conference with R. Stark re status (.1).
07/19/23	Christine A. Okike, P.C.	2.80	Attend conference with Brown Rudnick, M. Slade, and F. Petrie, K&E teams re settlement term sheet (1.7); review and revise settlement term sheet (.6); review Committee comments to same (.5).
07/19/23	Francis Petrie	8.70	Review and revise settlement term sheet (2.7); conferences with Haynes and Boone, C. Okike, J. Sussberg, Brown Rudnick team re same (2.2); correspond with Brown Rudnick team re same (.9); review and revise settlement documentation (1.7); telephone conference with Company, Berkely Research Group teams re settlement implementation (.6); review bridge order re exclusivity extension (.2); telephone conference with Cole Schotz team re hearing status and scheduling (.4).
07/19/23	Margaret Reiney	1.20	Review and revise plan, disclosure statement timeline.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/19/23	Josh Sussberg, P.C.	3.40	Telephone conference with R. Kanowitz re status (.2); telephone conference with Z. Prince and R. Kanowitz re same (.3); telephone conference with J. Mayers and R. Kanowitz re same (.3); meeting with Brown Rudnick, Kirkland and R. Kanowitz (.4); follow-up telephone conference with management and BRG re budget and correspond re same (.1); telephone conference with R. Stark re direct claims (.2); telephone conference with R. Kanowitz re same (.4); review revised term sheet (.3); correspond re Sem Crude decision (.5); correspond with S. Vogel re status (.2); telephone conference with M. Meghji re status (.3); telephone conference with J. Hill (.2).
07/20/23	Rob Jacobson	0.50	Review, analyze Committee settlement term sheet.
07/20/23	Mike James Koch	0.20	Review, revise disclosure statement.
07/20/23	Christine A. Okike, P.C.	0.60	Review settlement term sheet.
07/20/23	Francis Petrie	7.10	Review and revise settlement term sheet (2.4); correspond with Brown Rudnick re same (1.1); review and revise settlement documentation (1.6); telephone conference with Company, Berkeley Research Group re settlement implementation (.6); telephone conference with R. Jacobson, K&E team re final settlement terms (.3); correspond with Brown Rudnick, R. Jacobson, K&E team, and Berkley Research Group re settlement documentation (.7); telephone conference with Haynes and Boone team re DS issues (.4).
07/20/23	Margaret Reiney	0.60	Draft bridge order re exclusivity.
07/20/23	Josh Sussberg, P.C.	2.70	Correspond with Brown Rudnick re plan term sheet (.3); review plan term sheet (.4); draft resolution re standing issue (.4); conference with R. Kanowitz re same (.4); conference with R. Stark and R. Kanowitz re same (.4); correspond with Company re status (.2); conference with M. Slade re status (.3); correspond with M. Sirota re status (.2); correspond with F. Petrie re budget (.1).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/21/23	Trevor Eck	2.90	Research re plan class treatment (2.7); correspond with F. Petrie, K&E team re same (.2).
07/21/23	Rob Jacobson	2.00	Review, revise conditional disclosure statement motion.
07/21/23	Mike James Koch	1.40	Research, analyze precedent re disclosure statement objections (.9); draft summary re same (.4); correspond with M. Reiney, K&E team re same (.1).
07/21/23	Francis Petrie	4.60	Telephone conference with Brown Rudnick re plan structure and Committee issues (.4); correspond with C. Okike, K&E team re same (.4); correspond with C. Okike re plan revisions and issues (.6); review and revise plan and disclosure statement re committee settlement; (2.6) finalize term sheet re settlement terms (.6).
07/21/23	Margaret Reiney	0.90	Draft notice of settlement (.6); review precedent re same (.3).
07/21/23	Josh Sussberg, P.C.	0.70	Conference with M. Renzi re budget (.2); correspond with Brown Rudnick re same (.2); correspond with F. Petrie, K&E team re final term sheet and status (.1); correspond with M. Meghji re same (.1); correspond with Cole Schotz, C. Okike, K&E teams re combined DS and plan hearing (.1).
07/22/23	Trevor Eck	4.00	Review, revise disclosure statement order exhibits (3.3); review, analyze precedent re same (.7).
07/22/23	Rob Jacobson	3.10	Review, revise conditional disclosure statement motion (2.3); research precedent re same (.7); correspond with F. Petrie, Haynes & Boone, Kroll, Berkeley Research Group teams re solicitation (.1).
07/22/23	Francis Petrie	1.20	Review revised ballots, disclosure statement order exhibits (.6); correspond with R. Jacobson, T. Eck re same (.6).
07/22/23	Margaret Reiney	2.20	Review, revise plan (1.9); correspond with M. Koch, K&E team re same (.3).
07/23/23	Rob Jacobson	2.50	Review, revise exhibits to disclosure statement order (2.3); correspond with T. Eck, F. Petrie re same (.2).

Legal Services for the Period Ending July 31, 2023

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Invoice Number: 1050084081

BlockFi Inc.

Matter Number: 54119-18

Disclosure Statement, Plan, Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/23/23	Francis Petrie	2.30	Review, revise supplemental disclosure statement motion (1.7); review, revise plan (.6).
07/24/23	Trevor Eck	5.50	Review, revise disclosure statement order exhibits (3.9); correspond with R. Jacobson, K&E team re same (.3); further review, revise same (.9); telephone conference with F. Petrie, K&E team, Kroll, Berkley Research Group re solicitation (.4).
07/24/23	Rob Jacobson	3.70	Review, revise solicitation materials (1.4); review, revise supplemental disclosure statement motion (1.0); correspond with F. Petrie, K&E team re same (.5); review, analyze issues, precedent re same (.8).
07/24/23	Mike James Koch	6.00	Review, revise disclosure statement (3.9); correspond with M. Reiney, K&E team re same (.6); further review, revise disclosure statement (1.5).
07/24/23	Christine A. Okike, P.C.	2.60	Review, revise plan.
07/24/23	Francis Petrie	8.20	Review and revise plan (3.2); telephone conference with R. Jacobson, M. Reiney re plan structure and settlement (.5); telephone conference with Kroll, Company re solicitation schedule (.5); review and revise solicitation materials (.4); review and revise conditional disclosure statement motion (.6); correspond with Brown Rudnick re confirmation schedule (.2); telephone conference with R. Jacobson re conditional disclosure statement motion edits (.4); correspond with M. Reiney, M. Koch re plan revisions (1.0); review and revise disclosure statement order (.4); correspond with Berkeley Research Group re plan structure and recoveries (.6); revise plan re settlement (.4).
07/24/23	Margaret Reiney	5.00	Correspond with R. Jacobson and F. Petrie re plan, disclosure statement (.5); review, revise chapter 11 plan (1.7); correspond with F. Petrie, K&E team re same (.8); review and revise disclosure statement (1.4); correspond with F. Petrie, K&E team re same (.6).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/24/23	Michael B. Slade	1.30	Telephone conference with Company, C. Okike, K&E team, Haynes and Boone re case status, next steps (.5); review, revise plan and disclosure statement (.8).
07/24/23	Josh Sussberg, P.C.	0.20	Correspond with F. Petrie, K&E team re plan and disclosure statement timing and Committee settlement.
07/25/23	Trevor Eck	6.90	Review, revise disclosure statement order exhibits (3.8); review, revise conditional disclosure statement motion (1.1); correspond with F. Petrie, K&E team re same (.4); research re convenience claims elections (.4); research precedent, caselaw re plan gatekeeper provisions (1.2).
07/25/23	Rob Jacobson	3.20	Review, revise conditional disclosure statement motion (1.4); conference with F. Petrie, M. Reiney re plan, disclosure statement, solicitation (.5); telephone conference with Haynes and Boone re solicitation matters (.3); review, comment on disclosure statement exhibits, ballots (.9); correspond with T. Eck re same (.1).
07/25/23	Katherine Karnosh	0.40	Review and revise disclosure statement.
07/25/23	Mike James Koch	5.20	Draft notice of revised confirmation dates (.4); correspond with R. Jacobson re same (.1); review, revise disclosure statement (3.9); correspond with M. Reiney, K&E team re same (.5); review, revise notice of revised confirmation dates (.2); correspond with F. Petrie re same (.1).
07/25/23	Christine A. Okike, P.C.	3.70	Review plan (1.7); correspond with F. Petrie re timeline (.2); review disclosure statement supplemental motion (1.8).
07/25/23	Anne G. Peetz	0.60	Conference with SEC re plan issues.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/25/23	Francis Petrie	8.10	Correspond with Brown Rudnick re case calendar and open plan issues (.4); review and revise plan re settlement language (.5); office conferences with M. Reiney re plan structure (.5); review and revise notice re amended hearing dates and confirmation calendar (.8); telephone conference with R. Jacobson, K&E team re plan and disclosure statement (.4); correspond with Kroll re solicitation status (.2); correspond with Company re convenience class thresholds and distribution (.2); review and revise conditional disclosure statement motion (2.2); telephone conferences with Berkeley Research Group re liquidation assumptions (.4); telephone conference with R. Jacobson re plan structure (.3); review and revise disclosure statement (2.2).
07/25/23	Margaret Reiney	3.20	Correspond with F. Petrie, K&E team re disclosure statement (.6); review, revise same (1.1); review, revise plan (.9); correspond with F. Petrie, K&E team re same (.6).
07/25/23	Michael B. Slade	2.80	Review and revise plan (2.1); review and revise disclosure statement motion (.7).
07/25/23	Josh Sussberg, P.C.	0.10	Correspond with Brown Rudnick re status.
07/26/23	Trevor Eck	6.10	Review, revise disclosure statement order exhibits (3.9); telephone conference with R. Jacobson re solicitation (.2); telephone conference with same, Haynes and Boone re same (.4); draft solicitation timeline summary re same (.7); review, revise notice of agenda (.9).
07/26/23	Rob Jacobson	4.00	Review, revise solicitation procedures (1.2); telephone conference with Company, F. Petrie, Kroll, Berkeley Research Group re same (.9); telephone conference with Haynes and Boone re same (.4); telephone conference with F. Petrie re same (.3); review, revise solicitation materials re same (1.2).
07/26/23	Katherine Karnosh	2.60	Review and revise disclosure statement.
07/26/23	Mike James Koch	0.50	Review, revise notice of amended confirmation dates (.1); correspond with F. Petrie, Cole Schotz re same (.1); review, revise disclosure statement (.3).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/26/23	Christine A. Okike, P.C.	3.90	Review, revise plan (.6); review, revise disclosure statement (2.0); review, revise disclosure statement motion (.6); telephone conference with M. Slade, F. Petrie re same (.7).
07/26/23	Francis Petrie	5.90	Telephone conference with Company, Kroll, Berkeley Research Group, R. Jacobson re claims and solicitations procedures (.6); telephone conference with R. Jacobson re same (.2); review and revise Plan (4.0); correspond with M. Slade, K&E team re same (.4); revise notice of confirmation schedule re filing (.4); correspond with Brown Rudnick re terms of plan (.3).
07/26/23	Margaret Reiney	3.30	Review, revise plan (1.6); correspond with F. Petrie, K&E team re same (.5); review, revise disclosure statement (.7); correspond with F. Petrie, K&E team re same (.5).
07/26/23	Jimmy Ryan	2.90	Review correspondence with F. Petrie, K&E team re chapter 11 plan (.5); correspond with F. Petrie, K&E team re same (.8); review, revise same (1.6).
07/26/23	Michael B. Slade	2.90	Correspond with F. Petrie re plan (.3); review, revise same (.8); review and revise proposed disclosure statement (1.8).
07/27/23	Trevor Eck	6.90	Review, revise letter to creditors in support of the plan (1.4); review, revise solicitation package (2.4); review, revise conditional disclosure statement motion (.3); draft summary of solicitation procedures re same (1.2); research re plan, gatekeeper issues (.7); telephone conference with F. Petrie, K&E team, Brown Rudnick, Haynes and Boone re plan issues (.5); telephone conference with F. Petrie, K&E team, Haynes and Boone, Company re same (.4).
07/27/23	Richard U. S. Howell, P.C.	0.60	Review correspondence re claims settlement (.2); prepare for and conference re same (.4).
07/27/23	Rob Jacobson	3.00	Draft responses to client questions re solicitation (1.2); correspond with client re same (.2); review, revise ballots (.6); review, revise same (.9); correspond with T. Eck, K&E team re same (.1).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/27/23	Mike James Koch	3.10	Review, revise disclosure statement (2.6); correspond with M. Reiney, K&E team re same (.2); conference with F. Petrie, K&E team re plan, disclosure statement (.3).
07/27/23	Christine A. Okike, P.C.	4.70	Review Committee comments to plan (.5); review, analyze plan (1.8); review, revise solicitation materials (.5); telephone conferences with Company, Haynes and Boone, F. Petrie, K&E team re plan (1.0); telephone conference with Brown Rudnick, Haynes and Boone, F. Petrie, K&E team re same (.9).
07/27/23	Francis Petrie	9.70	Telephone conference re plan terms with M. Reiney, K&E team (.4); telephone conference with Company re same (.5); telephone conference with Brown Rudnick re same (.3); review and revise plan language (1.4); review and revise disclosure statement, conditional motion and ballots (3.9); correspond with R. Jacobson, M. Reiney re same (2.1); office conferences with M. Reiney re settlement structure and status, draft language re same (1.1).
07/27/23	Margaret Reiney	4.30	Correspond with F. Petrie, K&E team re plan, disclosure statement status (.5); correspond with F. Petrie, K&E team, Brown Rudnick re plan (.6); review and revise same (1.3); review, revise disclosure statement (1.1); correspond with F. Petrie, K&E team re same (.8).
07/27/23	Jimmy Ryan	2.80	Correspond with F. Petrie, K&E team re chapter 11 plan (.7); review, revise same (1.0); conference with F. Petrie, K&E team re same (.2); telephone conference with F. Petrie, K&E team, Haynes and Boone, and Brown Rudnick re same (.9).
07/27/23	Michael B. Slade	0.40	Review and comment on solicitation cover letter.
07/27/23	Michael B. Slade	2.00	Review, revise plan and plan settlement (1.0); correspond with F. Petrie re same (.2); telephone conference with Committee, Haynes and Boone, C. Okike, and K&E team re plan and disclosure statement issues (.8).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/27/23	Josh Sussberg, P.C.	0.50	Correspond with C. Okike re Committee comments to plan and disclosure statement (.1); correspond with C. Okike re plan provision (.2); correspond with C. Okike re meeting with M. Meghji (.2).
07/28/23	Trevor Eck	2.90	Review, revise disclosure statement (.4); review, revise conditional disclosure statement motion (1.1); review, revise disclosure statement order exhibits (1.0); draft notices re same (.4).
07/28/23	Rob Jacobson	2.10	Review, revise solicitation materials (1.3); research precedent re same (.3); correspond with T. Eck, K&E team re same (.5).
07/28/23	Mike James Koch	1.10	Review, revise disclosure statement (.9); correspond with M. Reiney, K&E team re same (.2).
07/28/23	Christine A. Okike, P.C.	1.40	Telephone conference with management, Haynes and Boone, M. Slade, K&E team re plan releases (.6); correspond with Brown Rudnick re same (.3); review and revise Committee letter to creditors (.5).
07/28/23	Francis Petrie	8.80	Telephone conferences with Company, M. Slade, and K&E team re plan language (1.3); telephone conferences with M. Slade re same (.4); review and revise plan (1.9); review, revise disclosure statement (1.9); review, revise ballots (1.9); correspond with Shearman, Company re release language (.6); correspond with Brown Rudnick re final forms of documents (.8).
07/28/23	Margaret Reiney	1.90	Review, revise plan (1.1); review, revise disclosure statement (.8).
07/28/23	Jimmy Ryan	2.50	Correspond with M. Reiney, K&E team re chapter 11 plan and disclosure statement (.9); review, revise chapter 11 plan (1.0); review, analyze settlement agreement re same (.3); review, revise letter in support of solicitation (.2); correspond with F. Petrie re same (.1).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/28/23	Michael B. Slade	2.80	Telephone conference with C. Okike and J. Sussberg re plan issue (.2); telephone conference with Company, C. Okike, K&E team, Haynes and Boone re case status, next steps (.5); telephone conference with Company, F. Petrie re plan language (1.3); follow up with F. Petrie re same (.5); review and revise solicitation letter to creditors (.3).
07/28/23	Josh Sussberg, P.C.	1.10	Correspond with M. Slade, K&E team re plan structure issues (.2); conference with C. Okike and M. Slade re same (.4); correspond with Company re same (.1); conference with Brown Rudnick re plan (.2); review and respond to revised plan language (.2).
07/29/23	Trevor Eck	3.40	Review, revise conditional disclosure statement motion (1.3); review, revise exhibits re same (2.1).
07/29/23	Christine A. Okike, P.C.	4.30	Analyze settlement and release provisions (.5); correspond with Shearman, Zukerman, Haynes and Boone and K&E teams re same (.5); review, revise plan (1.6); review, revise disclosure statement (1.7).
07/29/23	Francis Petrie	6.80	Review and revise plan (2.0); review and revise conditional disclosure statement motion, ballots (2.0); correspond with M. Reiney re settlement drafting (.3); correspond with C. Okike, J. Sussberg, K&E team re Committee plan suggestions (.2); draft documentation re settlement (.3); review term sheet re same (1.8); correspond with R. Jacobson, T. Eck re revised ballots (.2).
07/29/23	Margaret Reiney	1.90	Review, revise solicitation materials (1.2); correspond with F. Petrie, K&E team re same (.7).
07/29/23	Jimmy Ryan	0.90	Correspond with M. Reiney, K&E team re chapter 11 plan and disclosure statement (.4); review, revise same (.5).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/29/23	Josh Sussberg, P.C.	2.30	Correspond with R. Kanowitz and Kirkland team re Committee standing issues (.5); review SemCrude and related case law (.6); draft detailed correspondence to Committee, Brown Rudnick, individual lawyers re standing and resolution of same (.4); further correspondence with Shearman re same (.5); correspond with Haynes and Boone re same (.1); correspond with re R. Stark re status (.2).
07/30/23	Trevor Eck	4.10	Review, revise conditional disclosure statement motion (2.4); review, revise exhibits re same (1.1); draft notices re same (.5); review, revise agenda re same (.1).
07/30/23	Christine A. Okike, P.C.	5.90	Telephone conference with Company, Shearman, Haynes and Boone, M. Slade, K&E team re plan releases (.2); review, revise disclosure statement (2.7); review, revise supplemental disclosure statement motion (.6); review, revise liquidation analysis (.2); review, revise solicitation procedures, ballots and notices (1.0); review, revise solicitation letter (.7); correspond with New Jersey and Texas attorneys general re plan (.2); correspond with F. Petrie, K&E team re same (.3).
07/30/23	Francis Petrie	9.90	Telephone conference with Haynes and Boone, Shearman re standing (.3); correspond with Shearman re plan language re same (.4); review and revise plan (2.5); review and revise disclosure statement (2.6); review and revise conditional disclosure statement motion, order, ballots (2.5); correspond with Cole Schotz, Brown Rudnick, Company re finalizing forms of documents (.8); coordinate filing re same (.8).
07/30/23	Margaret Reiney	2.70	Correspond with F. Petrie, K&E team re disclosure statement documents (.6); review, revise disclosure statement, plan (2.1).
07/30/23	Jimmy Ryan	1.10	Correspond with M. Koch, K&E team re chapter 11 plan and disclosure statement (.3); review, revise chapter 11 plan (.1); review, revise cover letter (.5); correspond with F. Petrie, K&E team re same (.2).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/30/23	Josh Sussberg, P.C.	0.50	Correspond with Haynes and Boone re plan language re standing (.3); review Shearman comments to plan (.2).
07/31/23	Trevor Eck	4.90	Review, revise disclosure statement exhibits (3.9); correspond with F. Petrie, K&E team re same (.4); further review, revise same (.6).
07/31/23	Mike James Koch	1.40	Review, revise disclosure statement (.5); correspond with M. Reiney, K&E team re same (.3); review, revise liquidation analysis (.1); compile disclosure statement re filing (.4); correspond with F. Petrie re same (.1).
07/31/23	Christine A. Okike, P.C.	10.70	Telephone conference with Brown Rudnick, Shearman, Haynes and Boone, K&E teams re plan releases (.2); review liquidation analysis (1.2); telephone conferences with Brown Rudnick re Committee letter (.3); correspond with Company re same (.2); review Committee letter (.4); review plan (.4); review FTX, 3AC and SEC objections to disclosure statement (.9); telephone conference with Haynes and Boone re same (.2); telephone conference with Latham, Haynes and Boone, and K&E team re 3AC objection (.3); review solicitation letter (.5); review, analyze disclosure statement, plan (1.7); prepare for disclosure statement hearing (3.9); correspond with Latham re 3AC plan treatment (.5).
07/31/23	Francis Petrie	10.20	Review and revise plan (2.6); review and revise disclosure statement (2.5); review and revise ballots, disclosure statement motion exhibits (2.6); correspond with Company, Brown Rudnick re same (2.5).
07/31/23	Margaret Reiney	3.00	Draft application to shorten re disclosure statement motion (.7); correspond with F. Petrie, K&E team, Cole Schotz re same (.3); review, revise plan (1.2); review, revise disclosure statement (.8).
07/31/23	Jimmy Ryan	3.10	Correspond with F. Petrie, K&E team re chapter 11 plan and disclosure statement (.4); correspond with F. Petrie, K&E team recover letter (.7); review, revise same (2.0).
07/31/23	Michael B. Slade	0.40	Review and comment on solicitation letter.

Legal Services for the Period Ending July 31, 2023

Invoice Number:

1050084081

BlockFi Inc.

Matter Number:

54119-18

Disclosure Statement, Plan, Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/31/23	Josh Sussberg, P.C.	0.80	Conference with Brown Rudnick, Shearman, Haynes and Boone, C. Okike, K&E team re revised plan language (.2); conference with Company re status (.2); correspond with Brown Rudnick re Committee and Debtor letter, revised plan, disclosure statement (.3); correspond with Haynes and Boone re status (.1).
Total		458.80	

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KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

September 19, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050084082
Client Matter: 54119-20

In the Matter of K&E Retention and Fee Matters

For legal services rendered through July 31, 2023
(see attached Description of Legal Services for detail)

\$ 41,438.50

Total legal services rendered

\$ 41,438.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Trevor Eck	8.90	885.00	7,876.50
David Hackel	4.10	885.00	3,628.50
Rob Jacobson	2.40	1,245.00	2,988.00
Mike James Koch	2.80	885.00	2,478.00
Brian Nakhaimousa	2.40	1,155.00	2,772.00
Isabella J. Paretti	6.90	885.00	6,106.50
Francis Petrie	1.20	1,375.00	1,650.00
Margaret Reiney	7.20	1,245.00	8,964.00
Jimmy Ryan	5.00	995.00	4,975.00
TOTALS	40.90		\$ 41,438.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/06/23	David Hackel	0.90	Correspond with R. Jacobson re response to Fee Examiner (.1); research re same (.5); review, analyze expenses re same (.3).
07/07/23	David Hackel	0.80	Correspond with R. Jacobson re responses to Fee Examiner (.2); review, analyze fee examiner memorandum re same (.4); review, analyze fee examiner inquiries re same (.2).
07/07/23	Rob Jacobson	2.40	Review, revise Fee Examiner expense responses (1.8); correspond with F. Petrie, M. Reiney re same (.2); correspond with D. Hackel, K&E team re same (.1); review, analyze receipts, backup re expenses re same (.3).
07/07/23	Francis Petrie	0.60	Review, analyze Fee Examiner response.
07/11/23	David Hackel	1.90	Review, revise K&E invoice re privilege and confidentiality.
07/11/23	Mike James Koch	1.70	Review, revise K&E invoice re confidentiality and privilege.
07/11/23	Jimmy Ryan	1.90	Review, revise K&E invoice re confidentiality and privilege.
07/12/23	Trevor Eck	3.00	Review, revise K&E invoice re confidentiality and privilege (2.2); draft certificate of no objection re K&E monthly fee statement (.6); correspond with R. Jacobson, K&E team, Cole Schotz re same (.2).
07/12/23	Mike James Koch	1.10	Review, revise K&E invoice re confidentiality and privilege; (1.0); correspond with R. Jacobson, K&E team re same (.1).
07/12/23	Jimmy Ryan	0.20	Conference with R. Jacobson and D. Hackel re K&E invoice privilege and confidentiality.
07/13/23	Trevor Eck	2.60	Review, revise K&E invoice re privilege, confidentiality.
07/13/23	Jimmy Ryan	2.90	Review, revise K&E invoice re privilege and confidentiality.
07/14/23	Trevor Eck	3.30	Review, revise K&E invoice re privilege and confidentiality.
07/14/23	Isabella J. Paretti	1.80	Review, revise K&E invoice re privilege and confidentiality.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/14/23	Francis Petrie	0.60	Correspond with R. Jacobson, K&E team re invoices and Fee Examiner response.
07/16/23	Brian Nakhaimousa	2.40	Review, K&E invoice re privilege and confidentiality.
07/19/23	David Hackel	0.50	Correspond with R. Jacobson, K&E team re K&E invoice re privilege and confidentiality (.1); review, revise K&E invoice re same (.4).
07/19/23	Isabella J. Paretti	1.20	Review, revise K&E invoice re confidentiality and privilege considerations (1.1); correspond with R. Jacobson re same (.1).
07/19/23	Margaret Reiney	0.30	Correspond with F. Petrie, K&E team, Cole Schotz re Fee Examiner.
07/20/23	Isabella J. Paretti	3.90	Review, revise K&E invoices re confidentiality, privilege considerations (3.8); correspond with R. Jacobson re same (.1).
07/28/23	Margaret Reiney	2.60	Review, revise K&E invoice re confidentiality and privilege.
07/29/23	Margaret Reiney	1.70	Review, revise K&E invoice re confidentiality and privilege.
07/31/23	Margaret Reiney	2.60	Review, revise K&E invoice re confidentiality and privilege.
Total		40.90	

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KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

September 19, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050084083
Client Matter: 54119-21

In the Matter of Non-K&E Retention and Fee Matters

For legal services rendered through July 31, 2023
(see attached Description of Legal Services for detail)

\$ 15,580.50

Total legal services rendered

\$ 15,580.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Trevor Eck	6.20	885.00	5,487.00
Rob Jacobson	0.70	1,245.00	871.50
Brian Nakhaimousa	0.80	1,155.00	924.00
Isabella J. Paretti	6.30	885.00	5,575.50
Francis Petrie	0.90	1,375.00	1,237.50
Margaret Reiney	0.70	1,245.00	871.50
Josh Sussberg, P.C.	0.30	2,045.00	613.50
TOTALS	15.90		\$ 15,580.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/01/23	Isabella J. Paretti	2.50	Review, revise summary of professionals' fees (1.6); review filed applications, statements re same (.5); correspond with F. Petrie re same (.2); correspond with Kroll team re same (.2).
07/02/23	Isabella J. Paretti	3.80	Review, revise professionals' fee summary (2.9); conference with S. Margolis re same (.4); correspond with M. Reiney re same (.1); conference with B. Nakhaimousa re same (.2); correspond with F. Petrie, R. Jacobson re same (.2).
07/02/23	Francis Petrie	0.90	Correspond with M. Reiney re professionals' fee summary.
07/03/23	Josh Sussberg, P.C.	0.30	Telephone conference with S. Waisman re Kroll fees (.2); correspond with S. Waisman re same (.1).
07/11/23	Brian Nakhaimousa	0.80	Review, analyze BRG monthly fee statement (.7); correspond with Cole Schotz, R. Jacobson re same (.1).
07/14/23	Trevor Eck	3.40	Review, revise Deloitte monthly fee statements re confidentiality (2.9); correspond with R. Jacobson, K&E team re same (.5).
07/14/23	Rob Jacobson	0.70	Review, analyze Deloitte monthly fee statements re confidentiality (.6); correspond with T. Eck re same (.1).
07/14/23	Margaret Reiney	0.70	Correspond with F. Petrie, K&E team, Cole Schotz, Haynes and Boone re Fee Examiner.
07/17/23	Trevor Eck	1.20	Review, revise Deloitte monthly fee statement re confidentiality (.9); correspond with R. Jacobson re same (.3).
07/18/23	Trevor Eck	0.90	Review, revise Deloitte monthly fee statements re confidentiality (.6); correspond with R. Jacobson, Deloitte re same (.3).
07/20/23	Trevor Eck	0.20	Review, analyze Deloitte monthly fee statement.
07/26/23	Trevor Eck	0.30	Draft certificate of no objection re Moelis monthly fee statement.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/27/23	Trevor Eck	0.20	Correspond with R. Jacobson, K&E team, Moelis, Cole Schotz re Moelis monthly fee statement certificate of no objection.
Total		15.90	

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KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

September 19, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050084084
Client Matter: 54119-22

In the Matter of Tax Matters

For legal services rendered through July 31, 2023
(see attached Description of Legal Services for detail)

\$ 7,489.50

Total legal services rendered

\$ 7,489.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Katherine Karnosh	1.80	1,075.00	1,935.00
Christine A. Okike, P.C.	0.60	1,850.00	1,110.00
Francis Petrie	0.30	1,375.00	412.50
Anthony Vincenzo Sexton, P.C.	2.40	1,680.00	4,032.00
TOTALS	5.10		\$ 7,489.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/03/23	Anthony Vincenzo Sexton, P.C.	0.20	Correspond with F. Petrie, K&E team re liquidation structuring issues.
07/06/23	Christine A. Okike, P.C.	0.60	Telephone conference with Deloitte, Walkers, Haynes and Boone, A. Sexton, K&E team re international tax structuring matters.
07/06/23	Anthony Vincenzo Sexton, P.C.	0.50	Telephone conference with JPLs re tax structuring issues.
07/14/23	Katherine Karnosh	0.40	Telephone conference with A. Sexton, Deloitte, Company re tax compliance issues.
07/14/23	Anthony Vincenzo Sexton, P.C.	0.50	Telephone conference with Deloitte and Company re tax compliance issues.
07/21/23	Katherine Karnosh	0.90	Telephone conference with A. Sexton, Deloitte, Company re tax compliance issues (.3); review, revise updated chapter 11 plan re same (.6).
07/21/23	Francis Petrie	0.30	Correspond with A. Sexton, Brown Rudnick team re tax issues.
07/21/23	Anthony Vincenzo Sexton, P.C.	0.50	Telephone conference with Deloitte and Company re tax compliance issues.
07/25/23	Katherine Karnosh	0.30	Telephone conference with A. Sexton, Committee re liquidating trust and disclosure statement re tax issues.
07/25/23	Anthony Vincenzo Sexton, P.C.	0.40	Telephone conference with Committee re plan re tax considerations.
07/26/23	Anthony Vincenzo Sexton, P.C.	0.30	Review and revise disclosure statement re tax considerations.
07/27/23	Katherine Karnosh	0.20	Review, revise disclosure statement re tax considerations.
Total		5.10	

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KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

September 19, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050084085
Client Matter: 54119-23

In the Matter of Non-Working Travel

For legal services rendered through July 31, 2023
(see attached Description of Legal Services for detail)

\$ 15,831.00

Total legal services rendered

\$ 15,831.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Mike James Koch	1.10	885.00	973.50
Francis Petrie	2.00	1,375.00	2,750.00
Jimmy Ryan	1.60	995.00	1,592.00
Michael B. Slade	1.70	1,855.00	3,153.50
Josh Sussberg, P.C.	3.60	2,045.00	7,362.00
TOTALS	10.00		\$ 15,831.00

Legal Services for the Period Ending July 31, 2023

Invoice Number:

1050084085

BlockFi Inc.

Matter Number:

54119-23

Non-Working Travel

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/10/23	Michael B. Slade	1.70	Travel from Chicago, IL to New York, NY re meetings and July 13 hearing (billed at half time).
07/13/23	Mike James Koch	1.10	Travel from New York, NY to Trenton, NJ re July 13 hearing (.8) (billed at half time); return travel from Trenton, NJ to New York, NY re July 13 hearing (.3) (billed at half time).
07/13/23	Francis Petrie	2.00	Travel from New York, NY to Trenton, NJ re July 13 hearing (1.0) (billed at half time); return travel from Trenton, NJ to New York, NY re July 13 hearing (1.0) (billed at half time).
07/13/23	Jimmy Ryan	1.60	Travel from New York, NY to Trenton, NJ re hearing (.8) (billed at half time); return travel from NJ to NY re hearing (.8) (billed at half time).
07/17/23	Josh Sussberg, P.C.	3.60	Travel from New York, NY to Trenton, NJ re settlement discussions (1.8) (billed at half time); return travel from Trenton NJ, to New York, NY re settlement discussions (1.8) (billed at half time).
Total		10.00	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

September 19, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050084086
Client Matter: 54119-24

In the Matter of U.S. Trustee Communications & Reporting

For legal services rendered through July 31, 2023
(see attached Description of Legal Services for detail)

\$ 1,617.00

Total legal services rendered

\$ 1,617.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Sarah R. Margolis	1.40	1,155.00	1,617.00
TOTALS	1.40		\$ 1,617.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/21/23	Sarah R. Margolis	1.40	Review, revise monthly operating reports (1.0); telephone conference with BRG re same (.2); correspond with R. Jacobson re same (.2).
Total		1.40	

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KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

September 19, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050084087
Client Matter: 54119-25

In the Matter of Regulatory

For legal services rendered through July 31, 2023
(see attached Description of Legal Services for detail)

\$ 70,811.00

Total legal services rendered

\$ 70,811.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Bob Allen, P.C.	13.90	1,605.00	22,309.50
Kelsey Bleiweiss	18.60	1,245.00	23,157.00
Ricardo Guzman	6.90	475.00	3,277.50
Christine A. Okike, P.C.	1.40	1,850.00	2,590.00
Molly Portwood	2.10	295.00	619.50
Chloe Reum	8.00	850.00	6,800.00
Michael B. Slade	6.50	1,855.00	12,057.50
TOTALS	57.40		\$ 70,811.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/04/23	Bob Allen, P.C.	0.40	Review, analyze FTX filings.
07/05/23	Bob Allen, P.C.	0.40	Correspond with Company, K. Bleiweiss, K&E team re regulator interview.
07/05/23	Michael B. Slade	0.40	Telephone conference with B. Allen, K&E team re investigation and next steps.
07/07/23	Ricardo Guzman	0.50	Correspond with A. Schrader and Deloitte re document production and regulatory issues.
07/08/23	Bob Allen, P.C.	0.40	Correspond with K. Bleiweiss re 3AC request by SDNY (.1); prepare for regulator interview preparation session (.3).
07/08/23	Ricardo Guzman	0.50	Correspond with A. Schrader and Deloitte re production data for co-counsel and reporting.
07/09/23	Bob Allen, P.C.	1.80	Draft regulator interview preparation outline (1.4); review, analyze relevant documents re same (.4).
07/10/23	Bob Allen, P.C.	3.20	Telephone conference with D. Gold and C. LaVigne re DOJ request (.5); prepare for and attend regulator interview preparation session (2.4); telephone conference with Company re 3AC request (.3).
07/10/23	Ricardo Guzman	1.00	Review, analyze production of documents and quality control process re regulatory issues (.5); correspond with K. Bleiweiss re same (.5).
07/10/23	Chloe Reum	3.00	Telephone conference with B. Allen re DOJ request (.5); telephone conference with B. Allen, Company re 3AC production (.3); conference with B. Allen and Company re regulator interview preparation (2.0); review, analyze 3AC production documents (.2).
07/10/23	Michael B. Slade	2.50	Telephone conference with B. Allen, K&E team re DOJ proffer preparation.
07/11/23	Bob Allen, P.C.	1.00	Correspond with K. Bleiweiss re 3AC production (.3); correspondence with D. Gold re proffer (.1); correspond with regulators re same (.1); telephone conference with J. Hickey re DOJ request (.5).
07/11/23	Kelsey Bleiweiss	0.30	Correspond with B. Allen, K&E team re document production issues.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/11/23	Ricardo Guzman	1.00	Review, analyze production of documents and quality control process re regulatory issues (.5); correspond with K. Bleiweiss re same (.5).
07/12/23	Bob Allen, P.C.	4.40	Attend regulator proffer (3.4); telephone conference with M. Slade and C. Reum re same (.4); telephone conference with Company re regulatory matters (.3); correspond with C. Reum, K&E team re DFPI requests (.3).
07/12/23	Ricardo Guzman	1.00	Review, analyze production documents re responsiveness (.5); correspond with M. Guzaitis and Deloitte re document production for regulators (.5).
07/12/23	Molly Portwood	0.20	Review, revise document production tracker.
07/12/23	Chloe Reum	5.00	Attend DOJ proffer session (3.4); telephone conference with B. Allen, K&E team re same (.4); draft summary re same (1.2).
07/12/23	Michael B. Slade	2.90	Attend government proffer (2.5); telephone conference with B. Allen, K&E team re same (.4).
07/13/23	Bob Allen, P.C.	0.70	Telephone conference with S. Rothschild re information requests (.4); telephone conference with Company re same (.2); correspond with Company re same (.1).
07/14/23	Ricardo Guzman	0.30	Correspond with K. Bleiweiss, K&E team re production process and reporting.
07/16/23	Bob Allen, P.C.	0.10	Correspond with C. Reum, K&E team re DFPI requests.
07/17/23	Bob Allen, P.C.	0.40	Review, analyze indemnification agreements re regulatory issues, production.
07/17/23	Kelsey Bleiweiss	0.10	Correspond with R. Guzman re document production and regulatory issue.
07/17/23	Ricardo Guzman	1.30	Review, analyze production of documents and quality control process re regulatory issues (1.0); correspond with K. Bleiweiss re same (.3).
07/18/23	Kelsey Bleiweiss	0.40	Review, analyze document production issues (.2); correspond with R. Guzman re same (.2).
07/18/23	Ricardo Guzman	0.50	Correspond with Deloitte re document production and regulatory issues.
07/18/23	Christine A. Okike, P.C.	0.50	Review, analyze regulatory issues.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/19/23	Kelsey Bleiweiss	1.00	Review, analyze documents re production and regulatory issues (.7); correspond with B. Allen re same (.3).
07/20/23	Bob Allen, P.C.	0.30	Review, analyze indemnification agreements re production, regulatory issues (.2); correspond with K. Bleiweiss re same (.1).
07/20/23	Kelsey Bleiweiss	0.10	Correspond with B. Allen, K&E team re regulatory issues, document production.
07/20/23	Ricardo Guzman	0.30	Correspond with K. Bleiweiss re document production and regulatory issues.
07/21/23	Kelsey Bleiweiss	0.50	Correspond with R. Guzman re document production and regulatory issues.
07/21/23	Ricardo Guzman	0.50	Correspond with K. Bleiweiss and regulators re document production and regulatory issues.
07/24/23	Kelsey Bleiweiss	1.50	Analyze document production issues (1.0); correspond with R. Guzman re same (.5).
07/24/23	Christine A. Okike, P.C.	0.30	Telephone conference with A. Peetz re trade only assets (.2); correspond with SEC re same (.1).
07/25/23	Bob Allen, P.C.	0.40	Telephone conference with Company and M. Slade re DFPI presentation.
07/25/23	Kelsey Bleiweiss	0.40	Analyze insurance documents re regulatory issues.
07/25/23	Christine A. Okike, P.C.	0.60	Telephone conference with SEC, A. Peetz, K&E team re trade only assets.
07/25/23	Molly Portwood	1.30	Draft deposition and report package for production.
07/25/23	Michael B. Slade	0.20	Correspond with F. Petrie, K&E team re data retention.
07/25/23	Michael B. Slade	0.50	Telephone conference with B. Allen and Company re regulatory requests (.4); correspond with B. Allen, Company re same (.1).
07/26/23	Kelsey Bleiweiss	4.30	Analyze insurance documents re regulatory issues.
07/26/23	Molly Portwood	0.60	Review, revise deposition and report package for production.
07/27/23	Kelsey Bleiweiss	4.60	Analyze insurance documents for production.
07/28/23	Bob Allen, P.C.	0.30	Correspond with K. Bleiweiss, K&E team re California DFPI and data retention issues.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/28/23	Kelsey Bleiweiss	4.90	Analyze insurance documents for production and regulatory issues.
07/31/23	Bob Allen, P.C.	0.10	Correspond with DFPI re regulatory issues.
07/31/23	Kelsey Bleiweiss	0.20	Review, analyze communications re production and regulatory issues.
07/31/23	Kelsey Bleiweiss	0.30	Correspond with B. Allen re document production and regulatory issues.
Total		57.40	

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KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

September 19, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050084088
Client Matter: 54119-26

In the Matter of Investigation Matters

For legal services rendered through July 31, 2023
(see attached Description of Legal Services for detail)

\$ 30,357.00

Total legal services rendered

\$ 30,357.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Cade C. Boland	0.30	1,080.00	324.00
Megan Bowsher	13.30	395.00	5,253.50
Michael Gallo	15.00	455.00	6,825.00
Shayne Henry	2.50	1,310.00	3,275.00
Rob Jacobson	0.90	1,245.00	1,120.50
Michael B. Slade	4.10	1,855.00	7,605.50
Katie J. Welch	4.90	1,215.00	5,953.50
TOTALS	41.00		\$ 30,357.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/03/23	Michael B. Slade	1.10	Correspond with F. Petrie, K&E team re same (.4); review and revise correspondence re confidentiality designations (.7).
07/05/23	Katie J. Welch	1.20	Review background reports (.7) and draft summaries of same (.5).
07/05/23	Katie J. Welch	0.70	Conference with M. Slade, Company re upcoming deadlines and action items.
07/07/23	Michael Gallo	3.00	Research re background investigations (1.5); draft report of findings re same (1.5).
07/10/23	Megan Bowsher	1.60	Review, revise special committee memorandum.
07/10/23	Michael Gallo	3.00	Research re background investigations (1.5); draft report of findings re same (1.5).
07/11/23	Michael Gallo	3.00	Research re background investigations (1.5); correspond with K. Welch re same (1.5).
07/11/23	Michael B. Slade	1.20	Correspond with F. Petrie, K&E team re diligence requests (.3) review, analyze same (.5); review, analyze filings re same (.2); correspond with F. Petrie, K&E team re same (.2).
07/11/23	Katie J. Welch	0.80	Review background reports (.4) and draft summaries of same (.4).
07/12/23	Michael Gallo	3.00	Research re background investigations (1.5); draft report of findings re same (1.5).
07/13/23	Katie J. Welch	0.90	Review and analyze special committee memo (.7); correspond with C. McGushin re same (.2).
07/14/23	Rob Jacobson	0.90	Review, analyze Committee report.
07/17/23	Shayne Henry	2.00	Correspond with M. Slade, K&E team re hearing preparations (.2); review, analyze UCC report and related correspondence (1.2); review, analyze reports re status of case (.6).
07/17/23	Katie J. Welch	0.80	Review background reports (.3) and draft summaries of same (.5).
07/18/23	Shayne Henry	0.50	Conference with M. Slade re hearing preparations.
07/18/23	Michael B. Slade	0.40	Telephone conference with S. Henry, K&E team re settlement options.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/18/23	Katie J. Welch	0.50	Conference with K&E team re strategy and ongoing action items.
07/19/23	Michael B. Slade	0.50	Telephone conference with board re settlement status.
07/20/23	Cade C. Boland	0.30	Research FTX issues re investigation.
07/20/23	Michael B. Slade	0.90	Review, analyze term sheet (.4); telephone conference with Company, C. Okike, K&E team, Haynes and Boone re next steps in mediation (.5).
07/21/23	Megan Bowsher	0.30	Review Company document productions (.2); revise production materials re same (.1).
07/21/23	Michael Gallo	3.00	Conduct background investigations (1.5); correspond with K. Welch re same (1.5).
07/26/23	Megan Bowsher	3.70	Compile documents cited in Special Committee report.
07/27/23	Megan Bowsher	3.00	Compile documents cited in Special Committee report.
07/28/23	Megan Bowsher	4.70	Compile documents cited in Special Committee report (3.4); draft summary re same (1.3).
Total		41.00	

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KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

September 19, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050084089
Client Matter: 54119-27

In the Matter of Expenses

For expenses incurred through July 31, 2023
(see attached Description of Expenses for detail)

\$ 16,372.12

Total expenses incurred

\$ 16,372.12

Description of Expenses

<u>Description</u>	<u>Amount</u>
Third Party Telephone Charges	18.99
Standard Copies or Prints	134.80
Color Copies or Prints	249.50
Outside Messenger Services	593.25
Local Transportation	3,690.05
Travel Expense	3,600.00
Airfare	1,557.81
Transportation to/from airport	3,172.96
Travel Meals	230.21
Professional Fees	295.00
Working Meals/K&E Only	520.00
Catering Expenses	336.00
Computer Database Research	568.53
LexisNexis Research	451.17
Overtime Transportation	76.16
Overtime Meals - Attorney	535.44
Overnight Delivery - Hard	100.75
Computer Database Research - Soft	241.50
Total	\$ 16,372.12

Description of Expenses

Third Party Telephone Charges

<u>Date</u>	<u>Description</u>	<u>Amount</u>
07/29/23	Josh Sussberg, P.C. - Internet access while travelling 07/29/2023	18.99
	Total	18.99

Standard Copies or Prints

<u>Date</u>	<u>Description</u>	<u>Amount</u>
07/05/23	Standard Copies or Prints	26.50
07/08/23	Standard Copies or Prints	4.90
07/11/23	Standard Copies or Prints	0.60
07/12/23	Standard Copies or Prints	9.20
07/12/23	Standard Copies or Prints	54.60
07/12/23	Standard Copies or Prints	29.80
07/12/23	Standard Copies or Prints	0.40
07/13/23	Standard Copies or Prints	0.80
07/13/23	Standard Copies or Prints	1.70
07/19/23	Standard Copies or Prints	6.30
	Total	134.80

Color Copies or Prints

<u>Date</u>	<u>Description</u>	<u>Amount</u>
07/03/23	Color Copies or Prints	5.00
07/08/23	Color Copies or Prints	2.50
07/11/23	Color Copies or Prints	0.50
07/12/23	Color Copies or Prints	134.00
07/12/23	Color Copies or Prints	10.00
07/12/23	Color Copies or Prints	37.00
07/19/23	Color Copies or Prints	55.00
07/19/23	Color Copies or Prints	5.50
	Total	249.50

Outside Messenger Services

<u>Date</u>	<u>Description</u>	<u>Amount</u>
07/16/23	CROWN DELIVERY & LOGISTICS - Courier Deliveries from New York, NY to J. Sussberg re hearing pleadings.	593.25
	Total	593.25

Local Transportation

<u>Date</u>	<u>Description</u>	<u>Amount</u>
07/12/23	Chloe Reum - Taxi, travel to and from office to the prosecutor's office downtown.	93.27
07/12/23	Chloe Reum - Taxi, travel to and from office to the prosecutor's office downtown. .	94.93
07/13/23	Francis Petrie - Taxi, Transportation to Penn Station (Amtrak)	18.96
07/13/23	Jimmy Ryan - Taxi, Travel to Office re Hearing in NJ	12.35
07/14/23	BOSTON COACH CORPORATION - Christine Okike - TRF Round trip transportation from home to Bankruptcy Court on 7/13/2023 for July 13 hearing.	1,079.82
07/14/23	BOSTON COACH CORPORATION - Joshua A Sussberg – TRF Round trip transportation from home to Bankruptcy Court on 7/13/23 for July 13 hearing.	1,148.28
07/21/23	Jimmy Ryan – Round trip ground transportation for Jimmy Ryan, Mike James Koch, and return trip for Francis Petrie, from New York, NY to Trenton, NJ for July 13 hearing.	1,242.44
	Total	3,690.05

Travel Expense

<u>Date</u>	<u>Description</u>	<u>Amount</u>
06/22/23	Michael B. Slade - Lodging, New York, NY, Four-day travel to New York City for client mediation, meetings and deposition. Dates of travel: June 20, 2023 through June 23, 2023.	600.00
06/26/23	Rob Jacobson - Lodging, New York, NY, Client meeting.	600.00
06/27/23	Rob Jacobson – Lodging, New York, NY, Client meeting.	600.00
07/10/23	Michael B. Slade - Lodging, New York, NY, Five-day travel to New York City and New Jersey for client hearing, meetings and depositions. Dates of travel: July 10, 2023 through July 14, 2023.	600.00
07/11/23	Michael B. Slade - Lodging, New York, NY, Five-day travel to New York City and New Jersey for client hearing, meetings and depositions. Dates of travel: July 10, 2023 through July 14, 2023.	600.00
07/12/23	Michael B. Slade - Lodging, New York, NY, Five-day travel to New York City and New Jersey for client hearing, meetings and depositions. Dates of travel: July 10, 2023 through July 14, 2023. 07/12/2023	600.00
	Total	3,600.00

Airfare

<u>Date</u>	<u>Description</u>	<u>Amount</u>
06/14/23	Michael B. Slade - Airfare (Coach), Chicago, IL to New York, NY, Four-day travel to New York City for client mediation, meetings and deposition. Dates of travel: June 20, 2023 through June 23, 2023.	275.20
06/25/23	Rob Jacobson - Airfare (Coach), Chicago, IL to New York, NY, Client meeting. 06/25/2023	811.05
06/27/23	Michael B. Slade – Airfare (Coach), Chicago, IL to New York, NY; Princeton, NJ, Five-day travel to New York City and New Jersey for client hearing, meetings and depositions. Official dates of travel: July 10, 2023 through July 14, 2023. 06/27/2023	429.56
07/11/23	Francis Petrie - Rail, Transportation, Trenton, NJ to New York, NY for Omnibus hearing. 07/11/2023	21.00
07/13/23	Michael B. Slade - Rail, Transportation Trenton, NJ to New York, NY for July hearing. Five-day travel to New York City and New Jersey for client hearing, meetings and depositions. Official dates of travel: July 10, 2023 through July 14, 2023. 07/13/2023	21.00
	Total	1,557.81

Transportation to/from airport

<u>Date</u>	<u>Description</u>	<u>Amount</u>
03/31/23	Casey McGushin - Travel from MDW airport to home on 03/21/2023.	150.70
03/31/23	Richard Howell - Travel from ORD airport to home on 03/26/2023	124.22
03/31/23	Michael Slade - Travel from ORD airport to office, Kirkland & Ellis 300 North La Salle Street Chicago, IL 03/22/2023	124.22
03/31/23	Casey McGushin - Travel from home to MDW airport on 03/15/2023	146.70
03/31/23	Richard Howell – Travel from home to ORD airport 03/21/2023.	120.22
05/26/23	Joshua A Sussberg - Round trip travel from residence to Bankruptcy Court (Trenton, NJ) for May 18 hearing.	910.73
06/15/23	Michael Slade - Travel from LGA airport to New York office for mediation. 06/04/2023.	90.80
06/30/23	Michael Slade - Return travel from Kirkland & Ellis New York Office to Newark Airport 06/23/2023	104.70
07/10/23	Michael B. Slade - Transportation To/From Airport, Five-day travel to New York City and New Jersey for client hearing, meetings and depositions. Official dates of travel: July 10, 2023 through July 14, 2023.	109.44
07/21/23	Joshua A Sussberg - Ground transportation from residence to Artio Global Management (New York, N.Y.) for meeting.	1,126.60
07/21/23	Joshua A Sussberg - Ground transportation from New York office to residence.	164.63
	Total	3,172.96

Legal Services for the Period Ending July 31, 2023

Invoice Number:

1050084089

BlockFi Inc.

Matter Number:

54119-27

Expenses

Travel Meals

<u>Date</u>	<u>Description</u>	<u>Amount</u>
06/22/23	Michael B. Slade - Travel Meals, New York, NY, Four-day travel to New York City for client mediation, meetings and deposition. Dates of travel: June 20, 2023 through June 23, 2023.	60.00
06/23/23	Michael B. Slade - Travel Meals, Newark, NJ, Four-day travel to New York City for client mediation, meetings and deposition. Dates of travel: June 20, 2023 through June 23, 2023.	26.65
07/10/23	Michael B. Slade - Travel Meals, New York, NY, Five-day travel to New York City and New Jersey for client hearing, meetings and depositions. Dates of travel: July 10, 2023 through July 14, 2023.	60.00
07/12/23	Michael B. Slade - Travel Meals, New York, NY, Five-day travel to New York City and New Jersey for client hearing, meetings and depositions. Dates of travel: July 10, 2023 through July 14, 2023.	60.00
07/12/23	Michael B. Slade - Travel Meals, New York, NY, Five-day travel to New York City and New Jersey for client hearing, meetings and depositions. Dates of travel: July 10, 2023 through July 14, 2023.	23.56
	Total	230.21

Professional Fees

<u>Date</u>	<u>Description</u>	<u>Amount</u>
03/20/23	Lexitas - Cancellation fee - Stenographer.	295.00
	Total	295.00

Working Meals/K&E Only

<u>Date</u>	<u>Description</u>	<u>Amount</u>
06/26/23	Margaret Reiney - Working Meal/K and E Only, - Meal, OT. BlockFi. Margaret Reiney, Rob Jacobson, Francis Petrie, Jimmy Ryan, Mike James Koch 06/26/2023	200.00
06/27/23	Margaret Reiney - Working Meal/K and E Only, OT. Margaret Reiney, Rob Jacobson, Francis Petrie, Jimmy Ryan, Mike James Koch, Brian Nakhaimousa, Trevor Eck 06/27/2023	320.00
	Total	520.00

Catering Expenses

<u>Date</u>	<u>Description</u>	<u>Amount</u>
05/01/23	FLIK - BlockFi Inc. Team meetings. 5/11/2023	72.00
05/01/23	FLIK - BlockFi Inc. Team meetings. 5/30/2023	224.00
05/01/23	FLIK - BlockFi Inc. Team meetings. 5/9/2023	40.00
	Total	336.00

Computer Database Research

<u>Date</u>	<u>Description</u>	<u>Amount</u>
05/31/23	LEXISNEXIS RISK SOLUTIONS - Accurint Usage for 05/2023	66.22
05/31/23	LEXISNEXIS RISK SOLUTIONS - Accurint Usage for 05/2023	64.31
07/18/23	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage for 06/2023 by Sarah Margolis	18.00
07/18/23	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage for 06/2023 by Isabella Paretti	144.00
07/18/23	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage for 06/2023 by Trevor Eck	41.00
07/18/23	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage for 06/2023 by Jimmy Ryan	133.00
07/18/23	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage for 06/2023 by Michael Koch	79.00
07/18/23	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage for 06/2023 by Brian Nakhaimousa	23.00
	Total	568.53

LexisNexis Research

<u>Date</u>	<u>Description</u>	<u>Amount</u>
07/01/23	RELX Inc DBA LexisNexis - LexisNexis Research on 7/1/2023 by Sarah Margolis	51.72
07/03/23	RELX Inc DBA LexisNexis - LexisNexis Research on 7/3/2023 by Sarah Margolis	74.01
07/04/23	RELX Inc DBA LexisNexis - LexisNexis Research on 7/4/2023 by Sarah Margolis	325.44
	Total	451.17

Overtime Transportation

<u>Date</u>	<u>Description</u>	<u>Amount</u>
06/26/23	Francis Petrie - Taxi, OT transportation. 06/26/2023.	12.97
06/28/23	Francis Petrie - Taxi, OT transportation. Attorney worked past 12 AM on 6/27. 06/28/2023.	11.99
07/12/23	Francis Petrie - Taxi, OT transportation. 07/12/2023.	16.96
07/13/23	Francis Petrie - Taxi, OT transportation. 07/13/2023.	20.28
07/27/23	Francis Petrie - Taxi, OT transportation. 07/27/2023.	13.96
	Total	76.16

Overtime Meals - Attorney

<u>Date</u>	<u>Description</u>	<u>Amount</u>
05/08/23	Francis Petrie - Overtime Meal with associates. Francis Petrie, Isabella J. Paretti, Rob Jacobson, Margaret Reiney 05/08/2023	160.00
06/11/23	Francis Petrie - Overtime Meal - 6/6/2023	40.00
06/21/23	Francis Petrie - Overtime Meal - Francis Petrie 06/21/2023.	40.00
07/02/23	Joe Caputo - Overtime Meal on 6/26/2023.	33.60
07/02/23	Trevor Eck – Overtime Meal on 6/29/2023.	40.00
07/02/23	Isabella J. Paretti - Overtime Meal on 6/28/2023.	40.00
07/11/23	Francis Petrie - Overtime Meal on -. 07/11/2023	22.47
07/12/23	Chloe Reum - Overtime Meal on - 07/12/2023	36.84
07/13/23	Francis Petrie - Overtime Meal on - 7/13/2023	27.83
07/26/23	Francis Petrie - Overtime Meals - Francis Petrie, Margaret Reiney, Brian Nakhaimousa 07/26/2023	94.70
	Total	535.44

Overnight Delivery - Hard

<u>Date</u>	<u>Description</u>	<u>Amount</u>
07/17/23	FEDERAL EXPRESS - 772675412280	54.43
07/17/23	FEDERAL EXPRESS - 772736704220	46.32
	Total	100.75

Computer Database Research - Soft

<u>Date</u>	<u>Description</u>	<u>Amount</u>
07/01/23	PACER Usage for 07/2023	79.80
07/01/23	PACER Usage for 07/2023	7.90
07/01/23	PACER Usage for 07/2023	127.30
07/01/23	PACER Usage for 07/2023	22.50
07/01/23	PACER Usage for 07/2023	4.00
	Total	241.50
TOTAL EXPENSES		\$ 16,372.12

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KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

September 19, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050084090
Client Matter: 54119-28

In the Matter of Pro Se Party Communication

For legal services rendered through July 31, 2023
(see attached Description of Legal Services for detail)

\$ 4,395.50

Total legal services rendered

\$ 4,395.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Rob Jacobson	1.60	1,245.00	1,992.00
Sarah R. Margolis	1.20	1,155.00	1,386.00
Isabella J. Paretti	0.70	885.00	619.50
Jimmy Ryan	0.40	995.00	398.00
TOTALS	3.90		\$ 4,395.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/03/23	Sarah R. Margolis	0.40	Correspond with R. Jacobson re creditor inquiry (.2); correspond with creditor re same (.2).
07/10/23	Rob Jacobson	0.80	Review, analyze inquiry from creditor re wallet accounts (.1); draft correspondence to creditor re same (.7).
07/10/23	Jimmy Ryan	0.40	Correspond with Kroll team re creditor inquiry (.2); telephone conference with creditors re same (.2).
07/17/23	Rob Jacobson	0.50	Review, revise responses re pro se creditor outreach.
07/17/23	Isabella J. Paretti	0.40	Correspond with R. Jacobson, K&E team re creditor inquiries (.2); draft correspondence re same (.2).
07/18/23	Rob Jacobson	0.30	Review, revise creditor inquiry responses re pro se creditor outreach.
07/18/23	Isabella J. Paretti	0.30	Correspond with creditor re customer account status (.2); correspond with R. Jacobson re same (.1).
07/20/23	Sarah R. Margolis	0.30	Telephone conference with creditors re inquiries.
07/21/23	Sarah R. Margolis	0.20	Telephone conference with creditors re inquiries.
07/25/23	Sarah R. Margolis	0.20	Correspond with R. Jacobson, K&E team re creditor inquiry.
07/31/23	Sarah R. Margolis	0.10	Correspond with Haynes and Boone re creditor inquiry.
Total		3.90	

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KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

September 19, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050084091
Client Matter: 54119-29

In the Matter of Wallet Withdrawal Relief

For legal services rendered through July 31, 2023
(see attached Description of Legal Services for detail)

\$ 46,187.50

Total legal services rendered

\$ 46,187.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Rob Jacobson	20.50	1,245.00	25,522.50
Mike James Koch	3.00	885.00	2,655.00
Christine A. Okike, P.C.	6.50	1,850.00	12,025.00
Isabella J. Paretti	3.50	885.00	3,097.50
Francis Petrie	2.10	1,375.00	2,887.50
TOTALS	35.60		\$ 46,187.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/05/23	Rob Jacobson	2.60	Review, revise wallet withdrawal user interface updates (1.5); correspond with C. Okike re same (.1); correspond with Company re same (.1); draft responses to Reed Smith ad hoc group inquiries re wallet comfort order (.9).
07/05/23	Francis Petrie	0.90	Correspond with counsel to wallet holders re form of order (.3); review analyze issues re same (.6).
07/06/23	Rob Jacobson	4.90	Review, revise responses to Reed Smith ad hoc group re inquiries re wallet order (2.6); correspond with F. Petrie re same (.4); correspond with C. Okike re same (.3); correspond with Company re same (.3); analyze terms of service re same (.3); correspond with Reed Smith re same (.1); review, analyze Reed Smith objection to wallet comfort order (.9).
07/06/23	Christine A. Okike, P.C.	0.70	Review, analyze terms of use re Ad Hoc Wallet Holders objection to wallet comfort order (.5); correspond with R. Jacobson re response to same (.2).
07/07/23	Rob Jacobson	4.80	Review, revise wallet comfort order (1.7); review, analyze terms of service re same (.9); correspond with C. Okike, F. Petrie re same (.3); review, analyze Reed Smith group objection to wallet comfort order (.9); correspond with F. Petrie re revisions to wallet comfort order (.3); review wallet comfort order re same (.6); correspond with C. Okike re same (.1).
07/07/23	Mike James Koch	2.50	Draft responsive pleading re objection to wallet comfort order (2.4); correspond with R. Jacobson re same (.1).
07/07/23	Christine A. Okike, P.C.	0.80	Review, analyze wallet withdrawal deck (.4); review, analyze wallet communications (.1); review, analyze Ad Hoc Wallet Holders' objection to wallet comfort order (.3).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/07/23	Isabella J. Paretti	2.80	Draft summary re wallet withdrawal eligibility (1.6); review, analyze wallet order, wallet application re same (1.0); correspond with R. Jacobson re same (.1); correspond with J. Ryan re same (.1).
07/07/23	Francis Petrie	0.80	Review, analyze responsive order re wallet objection (.5); correspond with R. Jacobson re same (.3).
07/10/23	Rob Jacobson	1.60	Correspond with Reed Smith re wallet comfort order (.2); correspond with F. Petrie, C. Okike re same (.1); telephone conference with Reed Smith, F. Petrie, C. Okike re same (.4); prepare for same (.2); review, revise wallet comfort order (.7).
07/10/23	Christine A. Okike, P.C.	0.80	Review revised wallet comfort order re Ad Hoc Committee objection (.4); telephone conference with Reed Smith and R. Jacobson re same (.4).
07/10/23	Francis Petrie	0.40	Telephone conference with Reed Smith re wallet comfort order (.4).
07/11/23	Rob Jacobson	1.00	Review, revise wallet order (.6); analyze terms of service re same (.2); correspond with Reed Smith re same (.1); correspond with C. Okike, F. Petrie re same (.1).
07/11/23	Mike James Koch	0.30	Draft notice of revised proposed wallet order (.2); correspond with R. Jacobson re same (.1).
07/11/23	Christine A. Okike, P.C.	0.40	Review, analyze revised wallet order (.2); correspond with Company re same (.2).
07/12/23	Rob Jacobson	3.50	Review, revise wallet comfort order (.6); correspond with Reed Smith re same (.1); draft notice re same (.7); correspond with F. Petrie, C. Okike re same (.4); draft hearing talking points re same (1.6); correspond with C. Okike re same (.1).
07/12/23	Mike James Koch	0.20	Conference with R. Jacobson re revised comfort order (.1); review, revise notice re filing re same (.1).
07/12/23	Christine A. Okike, P.C.	0.60	Draft responses to Committee re wallet withdrawal process and next steps.
07/13/23	Rob Jacobson	0.80	Review, revise wallet guide for Company in anticipation of withdrawal process.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/13/23	Isabella J. Paretti	0.70	Review, revise summary re wallet withdrawal process (.6); correspond with R. Jacobson re same (.1).
07/17/23	Christine A. Okike, P.C.	0.40	Review, analyze wallet withdrawal process and related communications.
07/20/23	Christine A. Okike, P.C.	0.20	Draft response to counsel to ad hoc wallet holders re wallet withdrawal process and timing.
07/21/23	Christine A. Okike, P.C.	1.20	Review, analyze wallet withdrawal presentation (1.0); review, analyze user communications re wallet withdrawal process (.2).
07/24/23	Rob Jacobson	1.00	Review, revise user interface disclosures re withdrawal process (.7); correspond with C. Okike, Company re same (.3).
07/24/23	Christine A. Okike, P.C.	1.30	Review and revise wallet withdrawal process presentation.
07/28/23	Christine A. Okike, P.C.	0.10	Review, revise user communications re wallet withdrawal process.
07/29/23	Rob Jacobson	0.30	Correspond with Brown Rudnick team re wallet communications materials (.1); review, revise same re same (.2).
Total		35.60	